

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*wab-4044*  
*PA 2/22/96*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/21/96		
TIME	4:00P		
BY	27		CK No. _____

WALK-IN  
 Will Pick Up \_\_\_\_\_

RE: Duck Pond **FILED**  
Real Estate 96 FEB 22 PH 3:12

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	600001725556	
Annual Report/Reinstatement	02/23/95-01108-010	
Reg. Agent Service	****337.50 ****337.50	
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

## SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 22, 1996

CAPITAL CONNECTION, INC.  
P O BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: DUCK POND SCHWERIN REAL ESTATE, L.C.  
Ref. Number: W96000004044

We have received your document for DUCK POND SCHWERIN REAL ESTATE, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 196A00007795

*Corrected*  
*Thank you*  
96 FEB 22 PM 12:46  
DIVISION OF CORPORATIONS  
Pam

**FILED**

96 FEB 22 PM 3:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

of

**DUCK POND SCHWERIN REAL ESTATE, L. C.**

The following have associated themselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit:

**Members**

**Percentage of Interest**

Duck Pond Partners, L.P.  
2770 Indian River Blvd, Suite 327  
Vero Beach, FL 32960

66 2/3%

Warren L. Schwerin  
2770 Indian River Blvd., Suite 327  
Vero Beach, FL 32960

33 1/3%

The following Articles shall be the charter and authority for the conduct of business of such limited liability company

**ARTICLE I**

**NAME**

The name of the limited liability company is

***DUCK POND SCHWERIN REAL ESTATE, L.C.***

**ARTICLE II**

**ADDRESS**

The initial street address of the principal office of the limited liability company is

*2770 Indian River Blvd.  
Suite 327  
Vero Beach, FL 32960.*

### **ARTICLE III**

#### ***TERM***

The term of the limited liability company shall begin upon the filing of the Articles of Organization with the Department of State of Florida and shall continue until December 31, 2026, unless its existence is sooner terminated pursuant to the Members' Operating Agreement (MOA).

### **ARTICLE IV**

#### ***MANAGEMENT***

The limited liability company is to be managed by the members and all decisions will be by unanimous vote of the Members.

### **ARTICLE V**

#### ***REGISTERED AGENT***

The Registered Agent for the service of process with the State shall be JOHN F. SWANSON, whose address is 2770 Indian River Blvd., Suite 327, Vero Beach, FL 32960, and whose acceptance of the designation as Registered Agent is attached hereto..

### **ARTICLE VI**

#### ***ADMISSION OF ADDITIONAL MEMBERS***

The Members have the right to admit additional members by unanimous approval of all members.

## **ARTICLE VII**

### ***MEMBERS RIGHTS TO CONTINUE BUSINESS***

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon majority consent of such remaining members provided, the consent is obtained within sixty (60) days of the occurrence of one of the above events. If the necessary consents of the members are not obtained, then, the limited liability company shall be dissolved, liquidated and terminated pursuant to the MOA.

Executed by the undersigned at Vero Beach, Indian River County, Florida, on the 19th day of Feb., 1996.

**MEMBER:**

**DUCK POND PARTNERS, L.P**

Arthur J. Shadek  
by: General Partner

**STATE OF  
COUNTY OF**

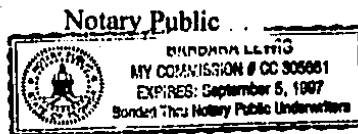
**Florida  
Indian River**

On the 16 day of Feb., 1996, before me, a Notary Public in the aforesaid State and County, appeared Arthur J. Shadek, Managing Partner of DUCK POND PARTNERS, L.P., one of the parties of the foregoing Articles of Organization of **DUCK POND SCHWERIN REAL ESTATE, L.C.**, who is personally known to me or who produced \_\_\_\_\_ as identification, and who acknowledged that he executed the same for the purposes therein contained and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on this the \_\_\_\_\_ day and year last above written.

Barbara J. Lewis

(SEAL)



MEMBER:

*Warren L. Schwerin*  
WARREN L. SCHWERIN

STATE OF New York  
COUNTY OF Westchester

On the 14 day of February, 1996, before me, a Notary Public in the aforesaid State and County, appeared WARREN L. SCHWERIN, one of the parties of the foregoing Articles of Organization of DUCK POND SCHWERIN REAL ESTATE, L.C., who is personally known to me or who produced Florida Driver's License as identification, and who acknowledged that he executed the same for the purposes therein contained and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on this the day and year last above written.

*Diana M. Emery*

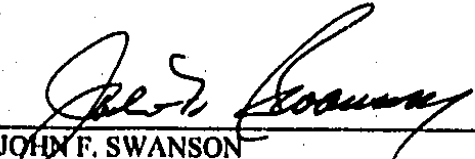
Notary Public

(SEAL)

DIANA M. EMERY  
Notary Public, State of New York  
No. 01EM5040849  
Qualified in Westchester County  
Commission Expires March 20, 1997

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent to accept process of **DUCK POND SCHWERIN REAL ESTATE, L.C.**, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
JOHN F. SWANSON



AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

**FILED**

96 FEB 22 PM 3:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COMES NOW, SAMUEL A. BLOCK, ESQ., THE ATTORNEY REPRESENTING DUCK POND SCHWERIN REAL ESTATE, L.C., AND AFTER BEING DULY SWORN, DEPOSES AND SAYS:

IN CONFORMANCE WITH F.S. 608.407 2. (2), THE AFFIANT STATES THE FOLLOWING:

1. THE SUBJECT LIMITED LIABILITY COMPANY HAS AT LEAST TWO MEMBERS.
2. TO THE BEST OF THE AFFIANT'S KNOWLEDGE AND BELIEF, THE TOTAL ASSETS OF DUCK POND SCHWERIN REAL ESTATE, L.C. CONSIST OF CASH IN THE AMOUNT OF \$315,000.00, AS OF THIS DATE.
3. THE TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE MEMBERS AT THIS TIME TOTALS \$935,000.00 AND ACQUISITION FOR THE SAID COMPANY.

FURTHER AFFIANT SAYETH NOT.

Samuel A. Block  
SAMUEL A. BLOCK

SWORN TO BEFORE ME THIS  
19th DAY OF FEBRUARY, 1996.  
by Samuel A. Block, who is personally known to me.

Barbara Lewis

