

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

WALK-IN Will Pick Up 2/21 12:00

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 MAR -1 PM 12:19
DIVISION OF CORPORATION

February 29, 1996

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

We have received your document for CAPE ELIZABETH LAND COMPANY, L.C. and check(s) totaling \$285.00. However, your check(s) and document are being returned for the following:

The name and capacity of the person signing as incorporator and registered agent on behalf of WATTERSON, HYLAND, BAIRD & KLETT, P.A.,

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: 996A00009032

CORRECTED!

**ARTICLES OF ORGANIZATION FOR
CAPE ELIZABETH LAND COMPANY, L.C.**

FILED

96 MAR -1 PM 4:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be the **CAPE ELIZABETH LAND COMPANY, L.C.**, and its principal office shall be located at 11380 Prosperity Farms Road, Suite 112, city of Palm Beach Gardens, county of Palm Beach, Florida, 33410, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any

corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Stuart Carew
42 Eastman Road
Cape Elizabeth, Maine 04107

Juris & Company
42 Eastman Road
Cape Elizabeth, Maine 04107

Timothy Bryan
42 Eastman Road
Cape Elizabeth, Maine 04107

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 on unanimous consent of the remaining members.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 11380 Prosperity Farms Road, Suite 112, city of Palm Beach Gardens, county of Palm Beach, Florida, 33410, and the name of the company's initial registered agent at that address is Watterson, Hyland, Baird & Klett, P.A.

The undersigned, being the authorized representative of the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **CAPE ELIZABETH LAND COMPANY, L.C.**

Executed by the undersigned at Palm Beach Gardens, Florida, on February 28, 1996.

Watterson, Hyland, Baird & Klett, P.A.

BY: 

Joseph D. Grosso, Jr.

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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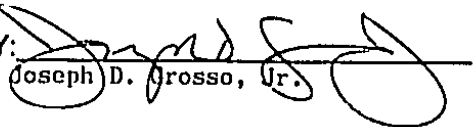
PURSUANT TO THE PROVISIONS OF SECTION 608, SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is the **CAPE ELIZABETH LAND COMPANY, L.C.**
2. The name of the company's initial registered agent and office is: Watterson, Hyland, Baird & Klett, P.A. 11380 Prosperity Farms Road, Suite 112, city of Palm Beach Gardens, county of Palm Beach, Florida, 33410, and

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Watterson, Hyland, Baird & Klett, P.A.

BY:


Joseph D. Grosso, Jr.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED

The undersigned authorized representative of the members of the **CAPE**
ELIZABETH LAND COMPANY, L.C. deposes and says:

05 MAR 1982
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed is \$100.
3. If any, the agreed value of property other than cash actually contributed by the members as of formation is: NONE.
4. The total amount of cash or property anticipated to be contributed by the members is \$100.

Watterson, Hyland, Baird & Klett, P.A.

BY:


Joseph D. Grosso, Jr.

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

L96 000000242

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 \$ _____

L.L.C.
Amendment
3/19/96
Pc

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *DC* _____

WALK-IN *3/18 12:00*
 Will Pick Up _____

RE: *Cape Elizabeth* No 52626
Lam Company, L.C.

	C.C. FEE.	DISBURSED
Capital Connection™		
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. <i>65</i>		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
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		

CF 52.50
cert. 61.25

400001769974
 -04/04/96--01102--025
 *****113.75 *****113.75

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96 MAR 18 PM 4:29
TALLAHASSEE FLORIDA

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

CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION
FOR CAPE ELIZABETH LAND COMPANY, L.C.

Pursuant to Section 608.411 of the Florida Limited Liability Company Act, the undersigned, who are all the members of Cape Elizabeth Land Company, L.C. amend the articles of organization of the limited liability company originally filed with the Secretary of State of Florida on March 1, 1996 as follows:

1. Delete present ARTICLE IV, MANAGEMENT and substitute in its place the following:

ARTICLE IV

MANAGEMENT

The company shall be managed by one or more managers. The initial managing member shall be Juris & Company, a Maine corporation. The members shall elect the manager or managers annually at the annual meeting of the members, and each manager shall serve at the pleasure of the members. The members shall replace any manager or managers whom they remove with an interim manager or managers who shall serve until the next annual meeting of members and until a replacement is qualified and elected. The respective offices and responsibilities of the managers shall be determined by resolution of the members, which may be amended from time to time solely by the members. A manager need not be a member of the company.

2. Add Article VII, MEMBERS:

ARTICLE VII

MEMBERS

The initial members and their addresses are:

Marketing Management, Inc.
123 Nautical Way
Jupiter, Florida 33477

Timothy E. Bryan
661 Bay Pointe Circle
P.O. Box 498
Palm City, FL 34990

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Juris & Company
42 Eastman Road
Cape Elizabeth, Maine 04107

The remainder of the provisions of the articles of organization shall remain as filed on March 1, 1996.

The undersigned being the authorized representative of the original members of the limited liability company, certifies that this instrument constitutes the proposed Certificate of Amendment to Articles of Organization for CAPE ELIZABETH LAND COMPANY, L.C.

Executed by the undersigned at Palm Beach Gardens, Florida on March 15, 1996.

WATTERSON, HYLAND, BAIRD
& KLETT, P.A.


Joseph D. Grosso, Jr.

wjh\220003\amendjoe.cert