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\*\*\*\*337.50 \*\*\*\*337.50

REFERENCE : 902637 10316A

AUTHORIZATION :

COST LIMIT : \*

ORDER DATE : April 1, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 902637

CUSTOMER NO: 10316A

CUSTOMER: Olga Molina, Legal Assistant  
SIDNEY BRODIE, ESQ

Penthouse 1  
7270 N.w. 12th Street  
Miami, FL 33126

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR -1 AM 10:07

DOMESTIC FILING

NAME: ZINGG HOMES, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS: \_\_\_\_\_

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5/4/3

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

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**ARTICLE I - Name:**

The name of the Limited Liability Company is:

ZINGG HOMES, L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

ZINGG HOMES, L.C.  
7270 NW 12th Street, Ph-I  
Miami, Florida 33126

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be: Perpetual

**ARTICLE IV - Management:**

*(check and complete the appropriate statement)*

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/ are:

Hermann Zingg  
7270 NW 12th Street, Ph-I  
Miami, Florida 33126

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

1. Unanimous consent of all remaining members.
2. Any newly admitted member will be required to make a capital contribution in amount to be decided by the then remaining members.

**ARTICLE VI - Members Rights to Continue Business:**

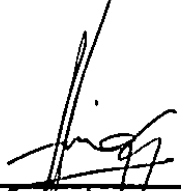
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members will have the unlimited right to continue the business in all eventualities.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of \_\_\_\_\_  
ZINGG HOMES, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 3,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ n/a . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 3,000.00 . This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

HERMANN ZINGG

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: \_\_\_\_\_  
ZINGG HOMES, L.C.

2. The name and address of the registered agent and office is:

SIDNEY Z. BRODIE, ESQ.  
\_\_\_\_\_  
(Name)  
7270 NW 12th Street, Ph-I  
\_\_\_\_\_  
(P.O. BOX not acceptable)  
Miami, Florida 33126  
\_\_\_\_\_  
(City/State/Zip)

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*Having been named as registered agent and 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 position as registered agent.*

  
\_\_\_\_\_  
SIDNEY Z. BRODIE, ESQ./INCORPORATOR  
(Signature)

\_\_\_\_\_  
March 28, 1996  
(Date)

**FILING FEE: \$ 35 for Designation of Registered Agent**