

RONALD WITKOWSKI, P.A.  
12798 WEST FOREST HILL BOULEVARD, SUITE 202  
WELLINGTON, FLORIDA 33414  
561-753-9093  
561-798-0899 (FAX)

L97000001223

6177 JOG ROAD, SUITE D-5  
LAKE WORTH, FLORIDA 33467  
561-969-0199(PH) 561-969-9768 (FAX)

October 29, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 AM 11:28

Re: Ucci Development Company, L.L.C.

Dear Sir or Madam:

Enclosed please find the Articles of Organization for the above-referenced limited liability company, together with our check in the amount of \$337.50. Please forward the certified copy to us as soon as it is available.

Thank you for your attention to this matter.

Sincerely,



Victoria Witkowski  
Secretary to Ronald Witkowski, Esq.

VW/eer  
Encl.

100002334361--8  
-10/30/97--01105--001  
\*\*\*337.50 \*\*\*337.50

Name	
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Adm. Ledgerment	KWM
P. Verifier	KWM

10-30

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 AM 11:28

## ARTICLES OF ORGANIZATION OF UCCI DEVELOPMENT COMPANY, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

### ARTICLE I NAME

The name of the limited liability company shall be UCCI DEVELOPMENT COMPANY, L.L.C. ("Company"). The principal place of business of the Company in Florida shall be 12798 West Forest Hill Blvd., Suite 202, Wellington, FL 33414. *Mailing address is the same.*

### ARTICLE II DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2020, unless the Company is earlier dissolved as provided in these Articles of Organization.

### ARTICLE III THE PURPOSES AND POWERS

The general purpose for which the Company is organized is to acquire, own, develop and manage residential and commercial real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

### ARTICLE IV REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Ronald Witkowski, Esq., 12798 West Forest Hill Blvd., Suite 202, Wellington, FL 33414.

ARTICLE V  
CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
SUNBIRD DEVELOPMENTS LTD, a Canadian Corporation	\$ 500.00
SKYBIRD DEVELOPMENTS LTD, a Canadian Corporation	\$ 500.00

ARTICLE VI  
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all members.

ARTICLE VII  
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE IX  
MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
SUNBIRD DEVELOPMENTS LTD., a Canadian Corporation	C/O 12798 FOREST HILL BLVD. SUITE 202 WELLINGTON, FL 33414

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 AM 11:29

NAME

ADDRESS

SKYBIRD DEVELOPMENTS LTD.,  
a Canadian Corporation

C/O 12798 FOREST HILL BLVD.  
SUITE 202  
WELLINGTON, FL 33414

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of UCCI DEVELOPMENT COMPANY, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

  
RONALD WITKOWSKI

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the foregoing uses and purposes this 31<sup>st</sup> day of October, 1997

SUNBIRD DEVELOPMENTS LTD,  
a Canadian Corporation

  
BY: ANDREA UCCI  
ITS: PRESIDENT

PROVINCE OF ONTARIO  
COUNTRY OF CANADA

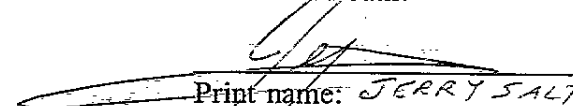
SWORN TO AND SUBSCRIBED before me this 29<sup>th</sup> day of October, 1997  
by ANDREA UCCI, as PRESIDENT of SUNBIRD DEVELOPMENTS, LTD., a Canadian Corporation, who is personally known to me who did take an oath.

(Seal)

COUNTY OF PALM BEACH  
STATE OF FLORIDA

SWORN TO AND SUBSCRIBED before me this 28<sup>th</sup> day of October, 1997  
by RONALD WITKOWSKI, as Registered Agent, who is personally known to me who did take an oath.

(Seal)

  
Print name: JERRY SALTZMAN  
NOTARY PUBLIC - LAWYER  
MY COMMISSION DOES NOT EXPIRE



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 AM 11:29

Affidavit of Membership and Contributions

The undersigned member of Ucci Development Company, L.L.C., deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is One Thousand Dollars (\$1,000.00).
3. There is no property other than cash contributed by the members.

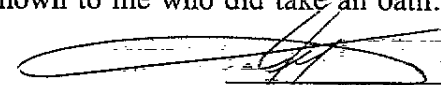
SUNBIRD DEVELOPMENTS, LTD.  
a Canadian Corporation

  
BY: ANDREA UCCI  
ITS: PRESIDENT

PROVINCE OF ONTARIO  
COUNTRY OF CANADA

SWORN TO AND SUBSCRIBED before me this 25th day of October, 1997  
by ANDREA UCCI, as PRESIDENT of SUNBIRD DEVELOPMENTS, LTD., a Canadian  
Corporation, who is personally known to me who did take an oath.

(Seal)

  
Print name: JERRY SALTZMAN  
NOTARY PUBLIC LAWYER  
MY COMMISSION DOES NOT  
EXPIRE

Affidavit of Membership and Contributions

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 30 AM 11:29

The undersigned member of Ucci Development Company, L.L.C., deposes and says

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is One Thousand Dollars (\$1,000.00).
3. There is no property other than cash contributed by the members.

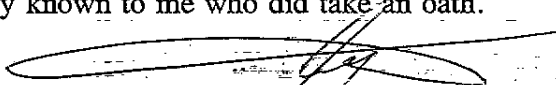
SUNBIRD DEVELOPMENTS, LTD.  
a Canadian Corporation

  
BY: ANDREA UCCI  
ITS: PRESIDENT

PROVINCE OF ONTARIO  
COUNTRY OF CANADA

SWORN TO AND SUBSCRIBED before me this 25<sup>th</sup> day of October, 1997  
by ANDREA UCCI, as PRESIDENT of SUNBIRD DEVELOPMENTS, LTD., a Canadian  
Corporation, who is personally known to me who did take an oath.

(Seal)

  
Print name: JERRY SALTZMAN  
NOTARY PUBLIC, Lawyer  
MY COMMISSION DOES NOT  
EXPIRE