

L9700000 1319

LAW OFFICES

WOLF, BLOCK, SCHORR AND SOLIS-COHEN LLP

TWELFTH FLOOR PACKARD BUILDING  
111 SOUTH 15TH STREET  
PHILADELPHIA, PA 19102-2678

(215) 977-2000  
FACSIMILE: (215) 977-2334

JENNIFER L. DOMBROWSKI  
DIRECT DIAL: (215) 977-2529  
FACSIMILE: (215) 977-2740  
E-MAIL: JDOMBROWSKI@WOLFBLOCK.COM

November 20, 1997

**VIA FEDERAL EXPRESS**

Secretary of State of Florida  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300002354123--5  
-11/21/97--01073--003  
\*\*\*337.50 \*\*\*337.50

Re: PINE, LLC

Dear Sir:

Enclosed herewith for filing, please find the following:

1. Articles of Organization for Florida Limited Liability Company - Pine, LLC.
2. A check in the amount of \$337.50, of which \$285.00 represents the filing fee and \$52.50 is for a certified copy.

When the foregoing has been filed, please forward the acknowledgement copy to the attention of the undersigned in the federal express packaged which is enclosed.

Thank you.

Very truly yours,

*Jennifer L. Dombrowski*

Jennifer L. Dombrowski  
Corporate Assistant  
Corporate Services Department

Name	11/25/97
Availability	DCC
Document	
Examiner	DCC
ater	DCC
ater	
Verifyer	DCC
cc:	Harold Jacobs, Esquire
Acknowledgement	DCC
W. P. Verifyer	DCC
DSA-131631-1	

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FILED  
97 NOV 21 1997  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

PINE, LLC

**ARTICLE I - Name**

The name of the Limited Liability Company is:

PINE, LLC

**ARTICLE II - Address**

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

c/o The Goodman Company  
777 S. Flagler Drive  
West Palm Beach, FL 33401

**ARTICLE III - Duration**

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

December 31, 2090

**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:

~~/xx/~~ 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:

Pine GP, Inc.  
c/o The Goodman Company  
777 S. Flagler Drive  
West Palm Beach, FL 33401

(FLA. - LLC 3207 - 3/8/96)

FILED  
97 NOV 21 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V - Registered Agent**

The name and street address of the initial registered agent of the Limited Liability Company is:

William Shewalter  
Suite 1101, 777 S. Flagler Drive  
West Palm Beach, Florida 33401

**ARTICLE VI - Registered Office**

The street address of the initial registered office of the Limited Liability Company is:

Suite 1101, 777 S. Flagler Drive  
West Palm Beach, Florida 33401

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97 NOV 21 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**\*ARTICLE VII - 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: See Attachment.

**\*ARTICLE VIII - 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: See Attachment.

PINE GP, INC.

By

(Signature of Member or the Authorized Representative of a Member)

Garry L. Witt, President

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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.

By

(Signature)

William Shewalter  
(Type Name of Officer)

Registered Agent  
(Title of Officer)

\*(If applicable)

**ATTACHMENT**

**ARTICLE VII - 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:

The members shall have the right to admit additional members by unanimous vote and on such terms and conditions as they prescribe.

**ARTICLE VIII - 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:

All of the remaining members and the personal representative of the deceased member shall have the right within 90 days of such event to continue the business of the limited liability company.

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97 NOV 21 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Before me, the undersigned constituting all of the members of PINE, LLC, a  
Florida Limited Liability Company, certify as follows:

The amount of capital contributions to date of the members is \$10,000.00

Murray H. Goodman - \$9,500.00  
Pine GP, Inc. - \$ 500.00

The total amount contributed and anticipated to be contributed by the members at  
this time totals \$10,000.00

This 20<sup>th</sup> day of November, 1997.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and that the facts  
alleged are true, to the best of my knowledge and belief.

PINE GP, INC.

By: 

Garry L. Witt, President

97 NOV 21 AM 9:00  
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TALLAHASSEE, FLORIDA