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TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: FERNAND LAMOTHE, INC.
105057001570

ACCT#:

CONTACT: FERNAND LAMOTHE
PHONE: (954) 768-9548
(954) 768-9775

FAX #:

NAME: BETTER LAND DEVELOPMENT LLC
AUDIT NUMBER.....H97000019670
DOC TYPE.....LIMITED LIABILITY COMPANY
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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FAX AUDIT # H97000019669

**ARTICLES OF ORGANIZATION
OF
BETTER LAND DEVELOPMENT LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is BETTER LAND DEVELOPMENT LLC (Company).
2. Duration. The Company shall exist from the date of filing the Articles with the Department of State until the earlier of the expiration of ten (10) years from the date of filing hereof, or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the members.
3. Mailing address and Street Address. The Company's mailing and street address is 7600 South Land Blvd. / 100-411, Orlando, Florida, 32809.
4. Registered Agent and Office. The name of the initial registered agent of the Company is FERNAND LAMOTHE. The street address of the initial registered agent of the Company is 721 S.E. 17th Street, Fort Lauderdale, Florida, 33316.
5. Additional Members. Additional Members to the Company may be admitted, but only if all the current members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

Prepared by:

FERNAND LAMOTHE, C.A. P.A.
721 S.E. 17 th Street
Fort Lauderdale, Florida 33316
Tel: (954) 768-9548
Fax: (954) 768-9775

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7. Management of the Company. The Company shall initially be managed by the following person or entity who shall serve as manager until the first annual meeting of the members or until their successors are elected and qualify:

Name and Address:

BETTER LAND MANAGEMENT INC.
a Florida Corporation
7600, South Land Blvd., /100-411
Orlando, Florida, 32809

Thereafter, the Company shall be managed by one managing member who shall be elected annually as provided in the regulations.

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulation and management of the affairs of the Company.
9. Date of existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of November 22, 1997.

By:


MICHELLE DUBREUIL

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**AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS
OF LIMITED LIABILITY COMPANY**

The undersigned Member or authorized representative of BETTER LAND DEVELOPMENT LLC deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$10,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is none;
and
- 4) the total amount of cash or property anticipated to be contributed by members is \$10,000.00. This total includes amounts from 2 and 3 above.

BETTER LAND MANAGEMENT INC., a Florida corporation Member

By:


MICHELE DUBREUIL, PRESIDENT

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(in accordance with section 63b.45013; Florida Statutes. The execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MICHELE DUBREUIL, as President of BETTER LAND MANAGEMENT INC. Managing of BETTER LAND DEVELOPMENT LLC, who procured proper identification and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this
22 day of November, 1997.

Signature of Notary Public

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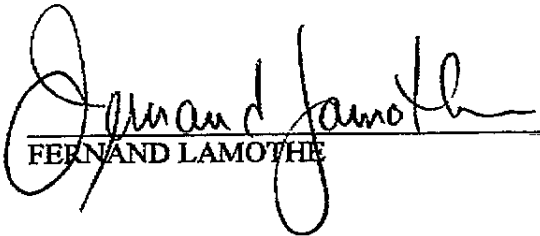
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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 : BETTER LAND DEVELOPMENT LLC.
2. The name and address of the registered agent and office is: FERNAND LAMOTHE, 721 S.E. 17 th Street, Fort Lauderdale, Florida 33316.

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 positions as registered agent.


FERNAND LAMOTHE

Nov. 22 / 97
(Date)

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