



THE UNITED STATES  
CORPORATION  
COMPANY

L97000001405

ACCOUNT NO. : 072100000032

REFERENCE : 634981 81609A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 285.

ORDER DATE : December 15, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 634981-005

900002371909--0

CUSTOMER NO: 81609A

CUSTOMER: Hilda M. Porro, Esq  
HILDA M. PORRO, P.A.

Suite E  
12769 W. Forest Hill Boulevard  
Wellington, FL 33414

DOMESTIC FILING

NAME: VENTURE PLACE OF WELLINGTON  
L.C.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

12/16/98

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 15, 1997

STACY EARNEST  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: VENTURE PLACE OF WELLINGTON, L.C.  
Ref. Number: W97000027900

**RESUBMIT**  
Please give original  
submission date as file date.  
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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

We have received your document for VENTURE PLACE OF WELLINGTON, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

We cannot accept "UNKNOWN" in Item 4 on the AFFIDAVIT. The purpose of stating this amount is so the COMPANY will be able to avoid being required to file SUPPLEMENTAL AFFIDAVITS in the future. Please declare a TOTAL ANTICIPATED CONTRIBUTION AMOUNT.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 697A00058885

RECEIVED  
97 DEC 16 PM 12:19  
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION  
OF  
VENTURE PLACE OF WELLINGTON L.C.

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

ARTICLE I -- NAME

The name of the limited liability company shall be VENTURE PLACE OF WELLINGTON, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 12769 W. Forest Hill Blvd., Suite E, Wellington, Florida 33414.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall terminate not later than January 1, 2027, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Hilda M. Porro, P.A., 12769 W. Forest Hill Blvd., Suite E, Wellington, Florida 33414.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on 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

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TALLAHASSEE FLORIDA

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 VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX -- MANAGEMENT

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 address of the members of the company are:

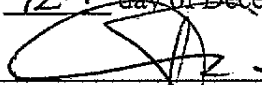
Joseph Norick

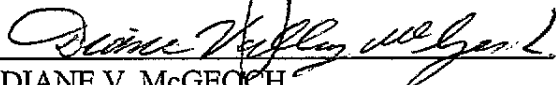
12769 W. Forest Hill Blvd., Suite E  
Wellington, Florida 33414

Diane McGeoch

13860 Wellington Trace  
Wellington, Florida 33414


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Wellington, Florida, on this 12<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
JOSEPH NORICK

  
\_\_\_\_\_  
DIANE V. McGEOCH

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 12<sup>th</sup> day of December, 1997, by DIANE V. McGEOCH and JOSEPH NORICK, who have produced a Florida Drivers License and who did not take an oath.

  
\_\_\_\_\_  
Notary Public -- State of Florida

HILDA M. PORRO

Print, Type, or Stamp



HILDA M. PORRO  
COMMISSION # CC 413871  
EXPIRES OCT 17, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of VENTURE PLACE OF WELLINGTON, 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 DIANE V. McGEOCH is \$100,000.00
3. The agreed value of property other than cash contributed by JOSEPH NORICK is \$90,000.00. The property contributed is machinery, equipment and vehicles.
4. The total amount of cash or property anticipated to be contributed by members(s) is \$190,000  
This total includes amounts from 2 and 3 above.

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THE AFFIANT SAYS NOTHING FURTHER

Dated: December 12<sup>th</sup>, 1997.

Diane Valley McGEOCH  
Name: DIANE V. McGEOCH

JOSEPH NORICK  
Name: JOSEPH NORICK

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 12<sup>th</sup> day of December, 1997, by JOSEPH NORICK and DIANE V. McGEOCH, who have produced FL Drivers License as identification and who did not take an oath.


Hilda M. Porro  
Notary Public -- State of Florida

NOTARY PUBLIC  
HILDA M. PORRO  
COMMISSION # CC 413871  
EXPIRES OCT 17, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

HILDA M. PORRO  
Print, Type or Stamp  
Commissioned Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of VENTURE PLACE, OF WELLINGTON, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

  
Name: Hilda M. Porro, P.A.  
Registered Agent

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