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MARK A. HYPNAR

Extension 223

Admitted to Practice in Florida

November 5, 1998

Registration Section  
Division of Corporations  
POB 6327  
Tallahassee FL 32314

600002685716--3  
-11/12/98-01056-008  
\*\*\*285.00 \*\*\*285.00

TO WHOM IT MAY CONCERN:

CM

I am enclosing the following documentation for filing:

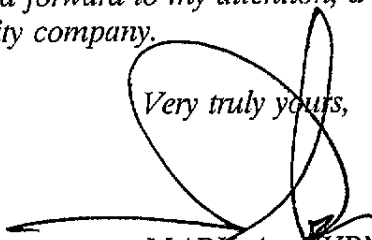
- \* Articles of Organization for Florida Limited Liability Company
- \* Affidavit of Membership and Contributions
- \* Certificate of Designation of Registered Agent/Registered Office

I have confirmed with Tonya on November 3rd, that the name "International Investment Properties, L.L.C." has not been reserved or taken.

Also enclosed is a check for \$285.00 to cover the filing fee for the Articles and designation fee for Registered Agent.

I would appreciate it if you would forward to my attention, a letter of acknowledgement of the registration of said limited liability company.

Very truly yours,

  
MARK A. HYPNAR

FILED  
98 NOV 12 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAH:jw

Enc.

cc: Elizabeth A. Zimm

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

**ARTICLE I - Name:**

*The name of the Limited Liability Company is:*

*International Investment Properties, L.L.C.*

**ARTICLE II - Duration:**

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

*Perpetual.*

**ARTICLE III - Address of Limited Liability Company:**

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

*711 Teal Court, Naples, Florida 34108*

**ARTICLE IV - Name and Address of Registered Agent**

*The name and street address of the registered agent is:*

*Elizabeth A. Zimm  
711 Teal Court  
Naples, Florida 34108*

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TALLAHASSEE, FLORIDA

**ARTICLE V - Right to Admit Additional Members**

*The right to admit additional members and the terms and conditions of the admissions shall be withheld at this time.*

**ARTICLE VI - Rights of Remaining Members to Continue**

*The right, 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 in the limited liability company shall be determined if additional members are admitted.*

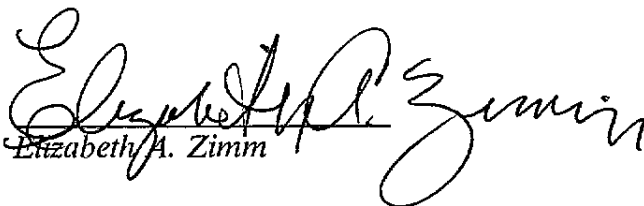
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SECRETARY OF  
TALLAHASSEE FLORIDA

**ARTICLE VII - Management**

*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:*

Elizabeth A. Zimm  
711 Teal Court  
Naples, FL 34108

*IN WITNESS WHEREOF, I have signed these Articles of Organization for the Florida Limited Liability Company known as International Investment Properties, L.L.C. this 5th day of November, 1998.*

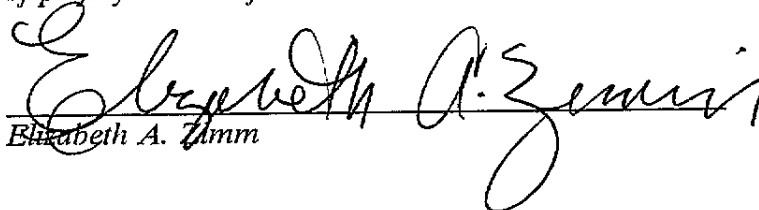
  
Elizabeth A. Zimm

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member(s) or authorized representative(s) of a member of International Investment Properties, L.L.C. certifies:

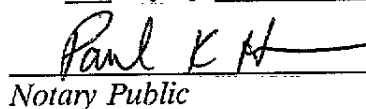
- 1) the above named Limited Liability Company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 10,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0 - ;  
(A description of the property is attached and made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 10,000.00.

IN WITNESS WHEREOF, in accordance with section 608.408(3), of the Florida Statutes, I have signed this Affidavit of Membership and Contributions constituting an affirmation under penalty of perjury that the facts stated herein are true, this 5th day of November, 1998.

  
Elizabeth A. Zimm

Subscribed and sworn to before me

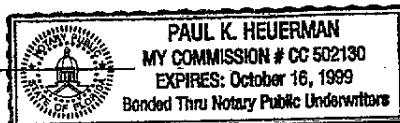
this 4<sup>th</sup> day of Nov., 1998.

  
Notary Public

County of \_\_\_\_\_

State of Florida

My Commission Expires: \_\_\_\_\_



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

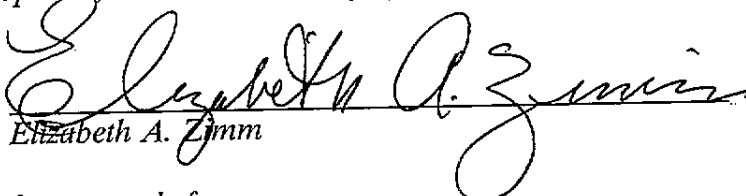
PURSUANT TO THE PROVISIONS OF SECTION 608.415 of the FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:  
International Investment Properties, L.L.C.
2. The name and the Florida street address of the registered agent are  
  
Elizabeth A. Zimm  
711 Teal Court, Naples, Florida 34108

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as a 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 company 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.

IN WITNESS WHEREOF, I have signed this Certificate of Registered Agent/Registered Office for the Florida Limited Liability Company known as International Investment Properties, L.L.C. this 5th day of November, 1998.

  
Elizabeth A. Zimm

Subscribed and sworn to before me  
this 9<sup>th</sup> day of Nov., 1998.

Notary Public

County of \_\_\_\_\_

State of Florida

My Commission Expires: \_\_\_\_\_

