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February 3, 1999

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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****293.75 ****293.75

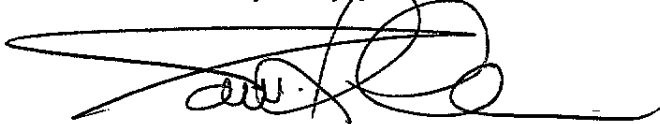
Re: Cappelli Development South, L.L.C.

Enclosed please find the Articles of Organization and Affidavit for the above referenced Limited Liability Company to be filed with your office.

I have also enclosed my Attorney Trust Account Check in the sum of \$ 293.75 representing the filing fee, designation of Registered Agent fee and Certificate of Status.

Please file the enclosed Articles and return to this office a Certificate of Status upon filing.

Very truly yours,



LOUIS J. CARBONE

LJC/nlb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -4 PM 3:26

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Cappelli Development South, L.L.C.

ARTICLE II - Address:

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

23138 L'Hermitage Circle
Boca Raton, Florida 33433

ARTICLE III - Duration:

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

Perpetual

ARTICLE IV - Management:

(Check the appropriate box and complete the 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:

☒ 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:

Michael A. Cappelli - 23138 L'Hermitage Circle
Boca Raton, Florida 33433

Louis R. Cappelli - 115 Stevens Avenue
Valhalla, New York 10595

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Only upon unanimous approval of all members of the limited liability company.

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ARTICLE VI - 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:

The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member in accordance with the terms of the operating agreement for the limited liability company.

ARTICLE VII - Affidavit of Membership and Contributions

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The undersigned member or authorized representative of a member of Cappelli
Development South, 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 \$ 1,000.00 ;
- 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 .

Michael A Cappelli
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael Cappelli
Typed or printed name of signer

Filing Fee: \$250.00 for Articles and Affidavit

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

Cappelli Development South, L.L.C.

2. The name and the Florida street address of the registered agent are:

Michael Cappelli

NAME

23138 L'Hermitage Circle

Florida street address (P. O. Box **NOT** ACCEPTABLE)

Boca Raton

FL

33433

CITY, STATE AND ZIP

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 position as registered agent.

Michael A. Cappelli

SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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