

CAPITAL CONNECTION, INC.
4122 Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 221-8870 • (850) 221-0062 • (850) 222-1111

L99000001415

Orlando 101 Development
Co., L.C.

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Name Orlando 101 Development Co., L.C.
Availability 3-12
Document Examiner [Signature]
Updater [Signature]
Updater Verifier [Signature]
Acknowledgement [Signature]
W. P. Verifier [Signature]

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- ☒ L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
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- ☒ Photo Copy
- Certificate of Good Standing
- Certificate of Status
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- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
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Requested by: [Signature]
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 10, 1999

CAPITAL CONNECTION

SUBJECT: ORLANDO 101 DEVELOPMENT ENTERPRISES, L.C.
Ref. Number: W99000004954

We have received your document for ORLANDO 101 DEVELOPMENT ENTERPRISES, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the names and street addresses of the members or managers of the limited liability company.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 599A00011327

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 1, 1999

CAPITAL CONNECTION

SUBJECT: ORLANDO 101 DEVELOPMENT CO., L.C.
Ref. Number: W99000004954

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We have received your document for ORLANDO 101 DEVELOPMENT CO., L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "CO.." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

The effective day must be specific and cannot be prior to the date of filing.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

The document must contain the names and street addresses of the members or managers of the limited liability company.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 699A00009232

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ARTICLES OF ORGANIZATION OF
ORLANDO 101 DEVELOPMENT ENTERPRISES, L.C.

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ARTICLE I

NAME

The name of this Limited Liability Company is **ORLANDO 101 DEVELOPMENT ENTERPRISES, L.C.**

ARTICLE II

DURATION

This Limited Liability Company shall exist for a period of 30 years commencing on March 11, 1999.

ARTICLE III

PURPOSE

This Limited Liability Company is created for the purpose of transacting the business of real estate development, and in such other legal business as may be agreed on by the members.

ARTICLE IV

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be 16077 SW 155 Court, Miami, Florida 33187 and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be C. Edward Porch, whose address is 1273 NW Spruce Ridge Drive, Stuart, Florida 34994.

ARTICLE V

CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of one hundred thousand dollars (\$100,000.00) which will be contributed by the members in the following amounts:

NAME	%	
Joseph Munyiri Munene	51%	Box 50101, Nairobi, Kenya
Robin Leslie Webb	2%	1031 W Morse Blvd., Ste. 160, Winter Park, FL 32789
Prestwich, L.D.C.	47%	Suite 104A, Saffrey Square, Nassau, Bahamas

The above listed are all the members and their addresses.

No member shall be entitled to receive interest on his contribution to capital.

ARTICLE VI

MANAGEMENT OF BUSINESS

All members shall have equal rights in the management or conduct of the Limited Liability Company. Decisions shall be by majority vote, each member having a proportionate vote:

Robin L. Webb	2%
Prestwich, L.D.C.	49%
Joseph Munyiri Munene	49%

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ARTICLE VII

REGULATIONS

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in the members of this company if decided by a two-thirds majority vote.

ARTICLE VIII

PROPERTY

Real or personal property originally bought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of the Limited Liability Company.

ARTICLE IX

MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice at times and places selected by the members. Special meetings may be called by a majority in interest of all members

after the giving of 30 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice.

Minutes shall be kept of all regular and special meetings.

ARTICLE X

TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled. Existing members shall be entitled to purchase the selling member's interest within the first five years from Notice of Commencement at the original investment of said member. The above notwithstanding, Robin L. Webb must hold his shares within the company for a period of not less than 5 years from the date of starting construction. Robin L. Webb can only sell his shares to each of the remaining members of the company at the current value of the shares less the original value of the shares at the inception of the business. Webb's shares shall be purchased by the remaining members evenly.

ARTICLE XI

PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his pro rata interest in the company. Losses shall be passed through to each member in the same proportion according to his voting power in the company as specified in Article VI.

Profits and losses generated by the business of this company shall be passed through to the members in their proportionate share pursuant to Article VI.

ARTICLE XII

ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the unanimous written consent of the members.

ARTICLE XIII

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WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

ARTICLE XIV

DISSOLUTION

a) Causes of Dissolution. This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members unanimously give their written consent to the continuance of the company:

- 1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- 2) Withdrawal, retirement or expulsion of a member.
- 3) Death, disability or bankruptcy of a member.
- 4) Unanimous written consent of the members.

b) Right to Continue Business. The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) Payment if Limited Liability Company is Continued. If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) Value of Member's Interest. The value of a member's interest in the Limited Liability Company shall be computed by (a) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution and to his subsequent capital contributions.

e) Winding Up and Liquidation. On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

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- 1) Amounts owing to creditors other than members.
- 2) Amounts owing to members other than for capital and profits.
- 3) Amounts owing to members in respect to capital.
- 4) Amounts owing to members in respect to profits.

ARTICLE XV

NOTICE TO MEMBERS

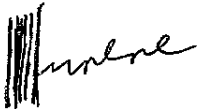
All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE XVI

AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the company, with the Florida Department of State. All members of the company agree to abide by the majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties here to have executed these articles of organization on
February 25, 1999.



Name: Joseph Munyiri Munene



Name: Prestwich L.D.C.



Name: Robin Leslie Webb

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ORLANDO 101 DEVELOPMENT ENTERPRISES, L.C. a Florida limited liability company, at the place designated in the Articles of Organization, C.E. Porph agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: February 25, 1999


C.E. Porph - Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

ORLANDO 101 DEVELOPMENT ENTERPRISES, 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 the member(s) is \$ 100,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 900,000.00
- 5) the total amount of 2, 3, and 4 is \$ 1,000,000.00



Signature of a member or 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.)

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