

Division of Corporations

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LIMITED LIABILITY COMPANY

5701 Stirling Road, L.C.

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**ARTICLES OF ORGANIZATION OF
5701 STIRLING ROAD, L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is 5701 STIRLING ROAD, L.C.
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is 5701 Stirling Road, Hollywood, FL 33321.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Glen A. Stankee, Ruden, McClosky, Smith, Schuster & Russell, P.A., 200 East Broward Blvd., P.O. Box 1900, Ft. Lauderdale, FL 33302.
6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

Andreas Layher
 Hausener Str. 2
 74336, Brackenheim
 Germany

Georg Layher
 Hausener Str. 2
 74336, Brackenheim
 Germany

Elisabeth Antony-Layher
 Hausener Str. 2
 74336, Brackenheim
 Germany

Phillip Layher
 Hausener Str. 2
 74336, Brackenheim
 Germany

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

Prepared by: Glen A. Stankee, Esq., FL Bar #331848
 Ruden McClosky, et al., P. O. Box 1900
 Fort Lauderdale, Florida 33302
 (954) 764-6660

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- 8. **Capitalization.** The capital contribution of the Members will be \$15,200,000.00, consisting of cash, allocated as follows:

<u>Member</u>	<u>Amount</u>	<u>Percentage</u>
Andreas Layher	\$3,800,000	25%
Georg Layher	\$3,800,000	25%
Elisabeth Antony-Layher	\$3,800,000	25%
Phillip Layher	\$3,800,000	25%

- 9. **Additional Liability of Members.** Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.

- 10. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.

- 11. **Management.** The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers according to the provisions of an operating agreement to be entered into between the manager(s) and the members of the Company. The name and address of the initial Manager of the Company is as follows:

Laycan Properties (Canada) Inc.
 740 rue de Notre Dame Ouest
 Bureau 1440
 Montreal, Quebec H3C 3X6

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Dated: March 22, 1999

By: Glen A. Stankee
 Glen A. Stankee, Authorized Representative

Prepared by: Glen A. Stankee, Esq., FL Bar #331848
 Ruden McClosky, et al., P. O. Box 1900
 Fort Lauderdale, Florida 33302
 (954) 764-6660

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**CONSENT TO APPOINTMENT AND
ACCEPTANCE OF REGISTERED AGENT FOR
5701 STIRLING ROAD, L.C.**

Having been named Registered Agent and designated to accept service of process for 5701 STIRLING ROAD, L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 22nd day of March, 1999.


Glen A. Stankee, Registered Agent

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Prepared by: Glen A. Stankee, Esq., FL Bar #331848
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
5701 STIRLING ROAD, L.C.

The undersigned authorized representative of a Member of 5701 STIRLING ROAD, L.C., deposes and says:

1. The above-named limited liability company has four (4) initial Members;
2. The total value of the property to be contributed by the Members is \$15,200,000, consisting of cash, and
3. The Members have not contributed any property other than cash.
4. No additional contributions by the members are anticipated.

Dated: March 22, 1999

By: Glen A. Stankee
Glen A. Stankee, Authorized Representative

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