

Robert Pinto
12209 Acapulco Ave
Palm Beach Gardens, FL 33420
561.371.2720

L99000002045

March 24, 1999

CERTIFIED MAIL AND OVERNIGHT MAIL

Division of Corporations
409 E Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

Dear Division of Corporations,

Subject: T. Pinto Family III, L.C., A Limited Liability Company

Please find enclosed the following:

Original and two duplicates of the proposed Articles of Organization for the above named limited liability company, Affidavit of Capital Contributions, and a Certificate of Acceptance of Registered Agent. Also, enclosed is a check payable to the State of Florida, Secretary of State in the amount of \$337.50

Filing fees:

Certified copy of Articles of Organization	\$52.50
Articles of Organization fee	\$250.50
Registered Agent designation	\$35.00
Total Fees	\$337.50

EFFECTIVE DATE
March 18

Please return a certified copy to the undersigned at the return address noted below in the envelope provided. A copy of this letter is enclosed for you to stamp that you received this package. Please return as well. If you have any questions concerning the foregoing, please do not hesitate to contact us.

Respectfully yours,

Robert J. Pinto

Robert Pinto

Enclosure (4)

L99-2045

Name	AP 4-12
Availability	
Document	
Examination	
Update	
Update	
Verify	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 1, 1999

ROBERT PINTO
12209 ACAPULCO AVE
PALM BEACH GARDENS, FL 33410

SUBJECT: THE T. PINTO FAMILY III, L.C.
Ref. Number: W99000007798

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DIVISION OF CORPORATIONS
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We have received your document for THE T. PINTO FAMILY III, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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

Tammi Cline
Document Specialist

Letter Number: 399A00016511

.....
Robert Pinto
12209 Acapulco Ave
Palm Beach Gardens, FL 33410
561.371.2320

.....
April 4, 1999

CERTIFIED MAIL AND OVERNIGHT MAIL

Attention: Ms. Tammi Cline

Division of Corporations
409 E Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

Reference: 399A00016511

Dear Ms. Cline,

Subject: T. Pinto Family III, L.C. , A Limited Liability Company

Please find enclosed the following:

Original and two duplicates of the proposed Articles of Organization for the above named limited liability company, Affidavit of Capital Contributions, and a Certificate of Acceptance of Registered Agent.

Hopefully, this correction will satisfy the statute requirements.

Please return a certified copy to the undersigned at the return address noted below in the envelope provided. A copy of this letter is enclosed for you to stamp that you received this package. Please return this letter as well. If you have any questions concerning the foregoing, please do not hesitate to contact us.

Respectfully yours,

Robert Pinto

Robert Pinto

Enclosure (4)

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**ARTICLES OF ORGANIZATION
FOR
THE T. PINTO FAMILY III, L.C.**

A Florida Limited Liability Company (FS 608)

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, does hereby adopt the following articles of organization for such company:

1. Name. The name of this Company shall be **THE T. PINTO FAMILY III, L.C.** (The "Company").
2. Address Of Principal Office. The mailing and street address of the Company's principal office is 12209 Acapulco Avenue, Palm Beach Gardens, FL 33410.
3. Duration. The period of this Company's duration shall begin on March 18, 1999, and shall continue for 25 years thereafter (March 18, 2024).
4. Management Of Company. The management of the company will be vested in a board of managers, consisting of a number not more than 2, who are required to be, members of the company, designated in accordance with the terms of the company operating agreement. The business of the Company shall be managed by Robert Pinto and Theresa Brick Pinto and is hereby designated as the managing members. The address of Robert Pinto and Theresa Brick Pinto is 12209 Acapulco Avenue, Palm Beach Gardens, FL 33410.
5. (A.) Admissions Of Additional Members. The company shall have the right to add additional members according to the terms of the Operating Agreement of the Company. A Member may assign or sell his or her membership interest only with the written consent of each and every member. The Member shall give written notice and written offer of a prospective purchaser to buy the interest to the Company that such Member desires to sell his or her interest. For one hundred twenty (120) days from receipt of the written notice from the Member, the company shall have the option to retire the interest of the Member at the price and on the terms contained in the offer submitted by the Member. If the company does not retire the interest of the Member, nor any of the Members' exercise the option to acquire such Member's interest, the Member shall be free to sell his or her Company interest to the said prospective purchaser of the price, according to the certified offer submitted by the member.
(B.) Members Rights to Continue Business: No Membership interest shall be disposed of if the disposition would result in the dissolution of the company without full compliance with all appropriate state and federal laws. The current and additional Members' rights to continue the business unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners or unless terminated by the unanimous written agreement of all members or by the death, retirement, insanity, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued Membership of a Member, unless the business of the Company is continued in accordance with the written Operating Agreement which the terms are upon the death, retirement or insanity of the surviving General Member, the Company shall dissolve unless continued by the remaining members and selecting when necessary a new Member. If the last surviving or serving Member has died and/or becomes insane, then the Members holding interest in capital in excess of 50% of the capital owned by all Members may elect to continue the Company by selecting a new Member. The Members may only continue business upon an event of dissolution only according to the terms of the Operating Agreement. The terms are if the last surviving or serving member has died and/or becomes insane, then the members holding interest in capital in excess of 50% of the capital owned by all members may elect to continue the Company by selecting a new member.
6. Registered Agent And Office. The name and street address of the initial registered agent and office for this Company is as follows: Robert J. Pinto, 12209 Acapulco Avenue, Palm Beach Gardens, FL 33401.

7. Affidavit Of Membership and Contributions

The undersigned member or authorized representative of a member of THE T. PINTO FAMILY III, L.C. certifies:

1. That THE T. PINTO FAMILY III, L.C. has at least two members.

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2. The amount of the cash contributed by the members
is an amount not less than One Hundred Dollars (\$100.00).
3. If any, the agreed value of property other than cash contributed by
members is; and (\$0.00).
4. The total amount of cash and property contributed and anticipated to be
contributed by the members is an amount not less than
one hundred thousand dollars (\$100,000.00).

Robert J. Pinto

Theresa Brick Pinto

Robert Pinto, authorized member

Theresa Brick Pinto, authorized 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.)

Robert Pinto

Theresa Brick Pinto

Typed or printed names of signees

8. Purpose. The purpose for which the Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the state of Florida and any other business agreed to by the members pursuant to the written Operating Agreement.
9. Operating Agreement. The rights and authority of the members of the Company are governed by a separate written Operating Agreement among the members and no member solely by virtue of being a member shall have authority to bind the Company. The Operating Agreement in its entirety and its amendments shall be in writing.
10. Authorized Persons. Robert Pinto shall be an "Authorized Person" of the Company, subject wholly to direction of the members pursuant to the Operating Agreement, and when so authorized may execute or file documents or effect action in the name of and on behalf of the Company.
11. Return Of Contributions. No member shall be entitled to withdraw or demand the return of any part of such member's capital contribution except upon dissolution of the Company.
12. Assignments. Members shall have the right to sell such members' interest in the Company but only after such member gives to the Company a 120-day opportunity to purchase such interest, as explained in detail by the Operating Agreement.
13. Priority Among Members. There is no priority of one member over another as to the contributions or compensation by way of income.
14. Properties Other Than Cash. A member may not demand property other than cash in return for such members' contributions.

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15. Indemnification.

- A. The company shall indemnify any person who is or was a party, who is threatened to made a party, to any threatened, pending or completed action, suitor proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not of itself, create a presumption that the person did not act in good faith and in a manner which her or she reasonably believed to be in, or at least not opposed to, the best interest of the company.
- B. The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnization; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.
- C. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or preceding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the company.

16. Initial Organization. The company shall be initially organized with at least two members.

IN WITNESS WHEREOF, the undersigned organizers of the Company have executed these Articles of Organization on the 24th day of March, 1999.

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Robert Pinto

Robert Pinto, Managing member
12209 Acapulco Avenue
Palm Beach Gardens, FL 33410

Theresa Brick Pinto

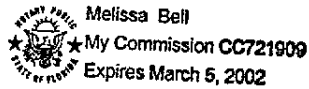
Theresa Brick Pinto, Member
12209 Acapulco Avenue
Palm Beach Gardens, FL 33410

Sworn to and subscribed before this 24th day of March 1999, by Robert Pinto and
Theresa Brick Pinto.

Melissa Bell

Signature of notary public

My commission expires: 3/5/2002



Print type or stamp
Commissioned Name Of Notary Public

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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: T. PINTO FAMILY III, L.C.
2. The name and the Florida street address of the registered agent are:

Robert Pinto

12209 Acapulco Avenue

Palm Beach Gardens, FL 33410

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.



Robert Pinto

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