

6 pages

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF
NORTHSTAR TRUST, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Article of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be: NORTHSTAR TRUST, L.C.
("Limited Liability Company")

ARTICLE II - ADDRESS

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

2328 Tenth Avenue North
Suite 403
Lake Worth, Florida 33461-6606

ARTICLE III - DURATION

The Limited Liability Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Limited Liability Company's existence shall be perpetual unless the Limited Liability Company is earlier dissolved as provided in these articles of organization or the Regulations of the Limited Liability Company.

ARTICLE IV - CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

The Members of the Limited Liability Company shall contribute to the capital of the Limited Liability Company the cash set forth in Exhibit "A" and each Member shall receive the number of ownership units as set forth in said Exhibit. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Limited Liability Company unless the issuance of additional units or the cancellation of units be agreed by all Members.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Limited Liability Company only on the unanimous consent of all the Members.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional Member shall be admitted to the Limited Liability Company except with the unanimous written consent of all the Members of the Limited Liability Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Limited Liability Company as set forth in the Regulations of the Company.

ARTICLE VII - TERMINATION OF EXISTENCE

The Limited Liability Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or on the occurrence of any other event that terminates the continued membership of a Member in the Limited Liability Company, unless the business of the Limited Liability Company is continued by the consent of all the remaining Members, provided there are at least two remaining Members.

ARTICLE VIII - MANAGEMENT

The Limited Liability Company shall be managed by tow Managing Members in accordance with Regulations adopted by the Members for the management of the business and affairs of the Limited Liability Company. The regulations may contain any provisions for the regulation and management of the affairs of the Limited Liability Company not inconsistent with law or these articles of organization. The name and address of the Managing Members of the Limited Liability Company are:

Roger Rukin
2328 Tenth Avenue North
Suite 403
Lake Worth, Florida 33461-6606
James B. Rukin Revocable Trust 5/7/96
2328 Tenth Avenue North
Suite 403
Lake Worth, Florida 33461-6606

The amendment of these Articles of Organization, shall require the unanimous approval of all Members.

EXHIBIT "A"

**ARTICLES OF ORGANIZATION
OF
NORTHSTAR TRUST, L.C.**

Capital Contributions an Ownership Units

JAMES B. RUKIN REVOCABLE TRUST 5/7/96	\$100. ⁰⁰ in cash
ROGER RUKIN	\$100. ⁰⁰ in cash

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of NORTHSTAR TRUST, 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 members are as follows:

a) James B. Rukin Revocable Trust 5/7/96

\$100.⁰⁰ in cash

b) Roger Rukin

100 in cash

- 3) There is no property to be contributed by the members, other than cash, or is there any anticipated property to be contributed.

0 in property

- 4) The amount of cash or property anticipated to be contributed by members is:

0.⁰⁰

- 5) The total amount of 2 and 3 is:

\$200.⁰⁰

James B. Rukin 4/27/99
Signature of a member or authorized representation of a member. Date

(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.)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF THE SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1) The name of the limited liability company is: NORTHSTAR TRUST, L.C.

2) The name and address of the registered agent and office is:

Roger Rukin

(Name)

2328 Tenth Avenue North

Suite 403

Lake Worth, Florida 33461 - 6606

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 certificated, 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.

(Name)

(Date)

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APR 29 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA