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	CORAL GABLES, FL	33134 - (305) 4	134 - (305) 445-2700		OFFICE USE ONLY	
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# FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 17, 1999

SPIEGEL & UTRERA, P.A. 343 ALMERIA AVENUE CORAL GABLES, FL 33134

SUBJECT: TAILS ASSET MANAGEMENT, LLC

Ref. Number: W99000011441

We have received your document for TAILS ASSET MANAGEMENT, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to have the registered agent sign the acceptance. The Authorized Representative failed to sign on page 3 and on the affidavit.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Letter Number: 199A00027083

Diane Cushing Corporate Specialist

#### **ARTICLES OF ORGANIZATION**

#### **OF**

#### TAILS ASSET MANAGEMENT, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

#### ARTICLE 1 - NAME

The name of the limited liability company shall be TAIL MANAGEMENT, LLC, ("Company").

#### **ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 2635 North Riverside Drive, Pompano Beach, Florida 33062 and the mailing address shall be the same.

#### **ARTICLE 3 - EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 4 - DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

#### **ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to engage in management of real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



#### ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

#### <u> ARTICLE 7 - MANAGEMENT</u>

The Managers of the Company shall be:

Operating Manager:

James R. Hill

Secretary:

James R. Hill

Treasurer:

James R. Hill

whose addresses shall be the same as the mailing address of the Company.

#### ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE 9 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

#### **ARTICLE 10 - MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Sherrie L. Hill 2635 North Riverside Drive Pompano Beach, Florida 33062 James R. Hill 2635 North Riverside Drive Pompano Beach, Florida 33062

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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Galles, Florida, for the foregoing uses and purposes, this May 14, 1999.

Elsie Sanchez, Authorized Representative of the Members

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

SECRETARY OF STATE
Natalia Utrera, Vice President SEE, FLORIDA

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF TAILS ASSET MANAGEMENT, LLC

The undersigned member or authorized representative of a member of TAILS ASSET MANAGEMENT, LLC deposes and says:

- 1. the above named limited liability company has at least one member.
- 2. the total amount of contributions of the member(s) to TAILS ASSET MANAGEMENT, LLC is as follows:

2.1	Cash:	h: \$400,000.00			
2.2	Property:	\$	0.00	99 38 7AE	
	A description of the p	property is att	ached and	made a part	#* -
	hereof.				77
2.3	Promissory Note:	\$	0.00	SSE -	_
2.4	Services Rendered:	\$	0.00	m <sub>e</sub> 71	ш
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- 3. the total amount of other obligations to contribute to TAILSASSE MANAGEMENT, LLC is as follows:
  - 3.1 Cash: \$ 0.00
    3.2 Property: \$ 0.00
    A description of the property is attached and made a part hereof.
  - 3.3 Services to be Performed: \$ 0.00

Signature of a member or authorized representative

(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.)

Typed or printed name of above signee



#### PROPERTY EXHIBITS

Description of the Property Listed in 2.2 of the Affidavit of Membership and Contributions of TAILS ASSET MANAGEMENT, LLC is as follows:

None

Description of the Property Listed in 3.2 of the Affidavit of Membership and Contributions of TAILS ASSET MANAGEMENT, LLC is as follows:

None

