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**ARTICLES OF ORGANIZATION**  
**OF**  
**HARMONY INVESTORS ORLANDO I, L.L.C.,**  
**a Florida limited liability company**

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The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

**ARTICLE I: NAME**

The name of the Limited Liability Company is Harmony Investors Orlando I, L.L.C., a Florida limited liability company (the "Limited Liability Company").

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**ARTICLE II: DURATION**

The existence of the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, bankruptcy or dissolution of a member, unless the existence and business of the company is continued by the consent and agreement of the remaining members owning a majority of the membership interests, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

**ARTICLE III: PURPOSE**

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws. Notwithstanding the foregoing, the Limited Liability Company shall, at all times, limit its activities to the ownership and management of the parcel of improved real property located at 2320 South Conway Road, in the City of Orlando, Orange County, Florida, and other business necessary or incident thereto with all of the rights, powers, obligations and liabilities of the owner and manager, and shall take any and all actions and do any and all things that are incident, necessary and appropriate to the accomplishment of the same and will engage in no other business.

**ARTICLE IV: ADDRESS OF PLACE OF BUSINESS**

The initial principal place of business in Florida for the Limited Liability Company shall be 133 Sevilla, Coral Gables, Florida. This is also the Company's mailing address.

33134

**ARTICLE V: REGISTERED AGENT**

The name of the initial registered agent in Florida for the Limited Liability Company is Neil Rollnick and the address of the initial registered agent is 133 Sevilla, Coral Gables, Florida 33134.

**ARTICLE VI: CAPITAL CONTRIBUTIONS**

The total amount of cash contributed to the Limited Liability Company is One Thousand (\$1,000.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

**ARTICLE VII: ADDITIONAL CONTRIBUTIONS**

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events or happenings of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon agreement of the members owning no less than seventy-five (75%) percent of the membership interests of the Limited Liability Company.

**ARTICLE VIII: ADDITIONAL MEMBERS**

Members may admit additional members upon agreement of the members owning no less than seventy-five (75%) percent of the membership interests in the Limited Liability Company. Notwithstanding the foregoing, Members shall not admit additional members if such admission would cause a change in ownership of fifty (50%) percent or more of the Limited Liability Company. If any Member shall be a limited or general partnership, a joint venture or a limited liability company, such entity shall preclude any transfer of fifty (50%) percent or more of the ownership interests of such entity.

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## **ARTICLE IX: CONTINUITY OF BUSINESS**

Upon the death, bankruptcy, or dissolution of a member, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless the consent to continue of the remaining members owning a majority of the membership interests of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

## **ARTICLE X: REGULATIONS**

The member(s) shall have the power to adopt, alter, amend or repeal regulations of the Limited Liability Company containing provisions for the regulation and management of the affairs of the business of the Limited Liability Company. Notwithstanding the foregoing, it is the intent of the Members that the Limited Liability Company shall be a single asset entity. To that extent, the Members shall not modify, amend or otherwise change the Regulations in any material term or manner or in a manner which adversely affects the Limited Liability Company's existence as a single asset entity.

The Limited Liability Company shall not:

- (a) enter into any transaction of merger or consolidation or liquidate or dissolve itself or acquire by purchase or otherwise all or substantially all the business or assets of, or any stock or other evidence of beneficial ownership of any entity;
- (b) shall not own any asset other than the Property and such incidental personal property necessary for the operation of the Property;
- (c) shall not engage directly or indirectly in any business other than the ownership, management and operation of the Property;
- (d) shall maintain financial statements, books and records and bank accounts separate from those of its Members, including its Managing Member;
- (e) shall be and at all times hold itself out to be a legal entity, separate and distinct from any other entity;
- (f) shall file its own tax returns;
- (g) shall not co-mingle its funds and assets with those of any Member or other person or entity; and
- (h) shall not hold title to the Property and other assets in a name other than that of the Limited Liability Company.

**ARTICLE XI: MANAGEMENT**

The management of the Limited Liability Company is reserved to members, officers of the members, who shall be referred to as managing members. The name and address of the managing member who shall serve as managing member until the first annual meeting of member(s) or until his successor is elected and qualified is as follows:

- (i) Harmony Investors Corp.  
67 Prospect Avenue  
Suite 202  
West Hartford, CT 06106  
Attention: Stephen L. Vecchitto, President

These Articles of Organization have been executed on the date set forth under the name of the subscribing member.

HARMONY INVESTORS CORP.,  
a Florida corporation

By: [Signature]  
Stephen L. Vecchitto, President

Date: June 2, 1999

STATE OF CONNECTICUT     )  
  ) SS:  
COUNTY OF HARTFORD     )

On this 2 day of June, 1999, before me personally appeared Stephen L. Vecchitto, to me known to be the person who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein in his capacity as President of Harmony Investors Corp., a Florida corporation, the managing member of Harmony Investors Orlando I, L.L.C., a Florida limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

Diane F. Hall  
Notary Public  
State of Connecticut at Large  
Print Name: Diane F. Hall  
Commission No.: 122135  
My Commission Expires: May 31, 2004

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of Harmony Investors Orlando I, L.L.C., a limited liability company the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is hereby simultaneously designated as registered agent.

Executed this 2 day of June, 1999.

Rollnick & Linden, P.A.

By: 

Neil Rollnick, Esq.,  
Registered Agent

FOR THE LIMITED LIABILITY  
COMPANY:

HARMONY INVESTORS CORP., a  
Florida corporation, the managing member

By: 


Stephen L. Vecchitto, President

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member of  
says:

1. the above named limited liability company has at least two members;
2. the total amount of cash contribution by the member(s) is One Thousand (\$1,000) Dollars;
3. the agreed value of property, if any, other than cash contributed by member(s) is \$ -0- and
4. the total amount of cash or property anticipated to be contributed by member(s) is One Thousand (\$1,000) Dollars. This total includes amounts from 2 and 3 above.

is total includes amounts from 2 and 3 above

  
STEPHEN L. VECCHITTO

STATE OF CONNECTICUT )  
 ) SS:  
COUNTY OF HARTFORD )

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

Diane F. Hall  
Notary Public, State of Connecticut  
Print Name: Diane F. Hall  
Commission No.: 122135  
My Commission Expires: May 31, 2004