

Division of Corporations

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LIMITED LIABILITY COMPANY

D VAN D Capital America, LLC

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 9, 1999

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

SUBJECT: D VAN D CAPITAL AMERICA, LLC  
REF: W99000013480

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

Section 608.407(1)(f), Florida Statutes, requires the articles of organization to set forth the right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company. Reference to the operating agreement/regulations is not sufficient.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION  
OF  
D VAN D CAPITAL AMERICA, LLC**

I, the undersigned authorized representative of the members, hereby make, acknowledge and file these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Limited Liability Company shall be:

D VAN D CAPITAL AMERICA, LLC

**ARTICLE II**

**ADDRESS**

The mailing address of the principal office of the Limited Liability Company is:

707 Colonial Road  
West Palm Beach, FL 33405

**ARTICLE III**

**DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN 11 PM 3:31

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Manuel Farach, Esq. (FL Bar No. 612138)  
Nason, Yeager, Gerson, White & Lioce, P.A.  
1645 Palm Beach Lakes Blvd., Suite 1200  
West Palm Beach, FL 33418  
Phone: (561) 686-3307

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**ARTICLE IV**  
**MANAGEMENT**

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of the members, and the names and addresses of the managing member is:

<u>Name</u>	<u>Street Address</u>
R. Henry DiGiacinto	707 Colonial Road West Palm Beach, Florida 33405

**ARTICLE V**  
**ADMISSION OF ADDITIONAL MEMBERS**

The Members may not admit new Members without the consent of all Members.

**ARTICLE VI**  
**MEMBERS RIGHT TO CONTINUE BUSINESS**

In the event of the death, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member, the business of the Company will be continued if the Members (excluding the deceased, bankrupt or dissolved Member) owning in excess of 50% of the Percentage Interests excluding that of the deceased, bankrupt or dissolved Member) should so consent at a special meeting of Members called for such purpose, for which the Managing Member will give notice to all Members promptly after learning of such event.

IN WITNESS WHEREOF, the undersigned authorized representative of the members has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the uses and purposes aforesaid, this 9th day of June, 1999.

  
\_\_\_\_\_  
Manuel Parach, Authorized Representative

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**DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT/REGISTERED OFFICE**

In pursuance of Chapter 608, Sections 415 and 507, Florida Statutes D VAN D CAPITAL AMERICA, LLC, having filed its Articles of Organization contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Blvd., Suite 1200, West Palm Beach, Florida 33401, has named Manuel Farach located thereat as its registered agent to accept service of process within this State.

By: 

Manuel Farach, Authorized Representative

Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 

Manuel Farach, Registered Agent

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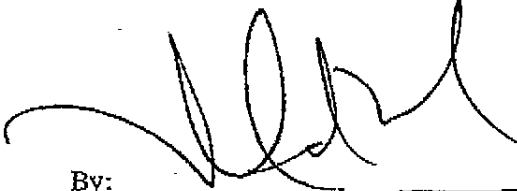
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**OF D VAN D CAPITAL AMERICA, LLC**

The undersigned authorized representative of the members of D VAN D CAPITAL AMERICA, LLC deposes and says:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the members is \$3,000.00;
3. If any, the agreed value of property other than cash contributed by the members is \$0.00;
4. The amount of cash or property anticipated to be contributed by the members is \$3,000.00;
5. The total amount of 2, 3 and 4 is \$3,000.00;

In accordance with Chapter 608, Section 408(3), Florida Statutes, the execution of this affidavit constitutes an affirmative under the penalties of perjury that the facts stated herein are true.

Dated: June 9, 1999

By:   
Manuel Farach, Authorized Representative