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PROFESSIONAL ASSOCIATION OF ATTORNEYS

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June 10, 1999

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-06/14/99--01038--006
*****337.50 *****337.50

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization for Havana Biltmore, L.L.C.

Dear Corporate Specialist:

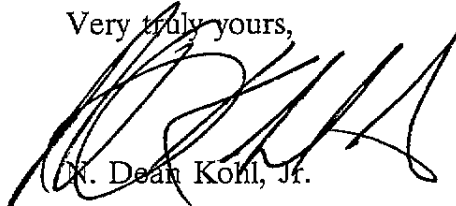
Enclosed are two duplicate originals of the subject Articles of Organization. Upon filing, please return one certified duplicate original of the Articles to the undersigned.

Our check in the amount of \$337.50 is enclosed as payment of the following fees:

Filing fees	\$ 250.00
Certified copy	35.00
Registered Agent Designation	52.50
	\$ 337.50

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,


N. Dean Kohl, Jr.

NDK/mnl
Enclosures

FILED
99 JUN 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99-3596

Name	De 6-18
Availability	
Document	De
Examiner	De
Updater	De
Verifier	De
Acknowledgment	De
W. P. Verifier	De

**ARTICLES OF ORGANIZATION
FOR
HAVANA BILTMORE, L. L. C.**

A Florida Limited Liability Company

The undersigned, desiring to form a Limited Liability Company under and pursuant to Florida Statutes, Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

1. **Name** The name of this company shall be HAVANA BILTMORE, L. L. C.
2. **Duration/Continuation** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all Members. The Members have the right to continue the business of the company upon the resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member. The business of the company may only be continued by the unanimous written consent of all the remaining Members.
3. **Purposes** The Purposes for which this company is being formed are the following: To engage in any activities or business permitted for this Company under the laws of the State of Florida.
4. **Mailing and Street Address** The mailing and street address of the principle office of this Company are:
 - (A) Mailing Address: P.O. Box 1166, Stuart, Florida 34995-1166
 - (B) Street Address: 50 S.E. Kindred Street, Suite 107, Stuart, Florida 34994
5. **Registered Agent and Office** The name and address of the initial registered agent and office for this Company are follows:
 - (A) N. Dean Kohl, Jr.
 - (B) 50 S.E. Kindred Street, Suite 107, Stuart, Florida 34994
6. **Contributions to Capital** The total amount of cash or property contributed to the Company by its Members is the total amount of \$2,000.00, to be contributed: \$1,000.00 from each Member. Each Member agrees to contribute their pro-rata portion of any call for funds made by the Members of the Company as provided in the Regulations of the Company which is required to permit the Company to achieve its purposes.

FILED
09 JUN 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization
Havana Biltmore, L.L.C.

7. **Admission of Additional Members and Terms and Conditions of Such Admissions** Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.
8. **Management of the Company** The business of the Company shall be managed by its members.

The names and addresses of the managing Members are as follows:

Name	Address
Agapito Gonzalez	1241 Summerwood Circle Wellington, Florida 33414
Elena Lazo de la Vega	1241 Summerwood Circle Wellington, Florida 33414

9. **Regulations of the Company** The power to adopt, alter, amend, or repeal the Regulations of this Company shall be vested in the Members of the Company.
10. **Organizers** The name and address of the Member executing these Articles of Organization is as follows:

Name	Address
Agapito Gonzalez	1241 Summerwood Circle Wellington, Florida 33414

11. **Amendment of Articles of Organization** Any amendment to these Articles of Organization shall be on such form as shall be prescribed by the Secretary of State of Florida, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, its signature shall also be added.
12. **Informal Action of Members** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Members of the Company).
13. **Contracting Debt** Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the majority approval of all Members of this Company.
14. **Transferability of Member's Interest** An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Regulations of the Company. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member would otherwise be entitled.

15. **Withdrawal or Reduction of a Member's Contributions to Capital**

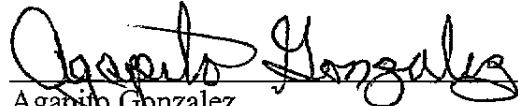
(A) A Member shall not receive out of the Company property any part of its contribution to capital until:

1. All liabilities of the Company, except liabilities to members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them;
2. The consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded;
3. These Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

(B) A Member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations of the Company.

16. **Effective Date** Pursuant to Section 608.409 the effective date of this Company shall be the date these Articles are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has unto set her hand and seal this 9th day of June, 1999.

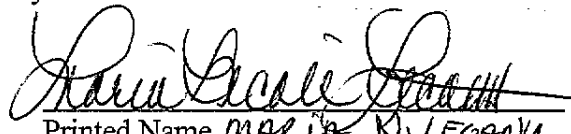

Agapito Gonzalez

STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT was acknowledged before me this 9th day of June, 1999, by Agapito Gonzalez, who is personally known to me.



MARIA NICOLE LECANU
My Commission CC473380
Expires Jun. 18, 1999
Bonded by ANS
800-852-5878


Printed Name MARIA N. LECANU
Notary Public

Notary Seal:

FILED
59 JUN 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization
Havana Biltmore, L.L.C.

Registered Agent Acceptance

Having been named to accept service of process for Havana Biltmore, L.L.C., at the place designated in the foregoing Articles of Organization, N. Dean Kohl, Jr., hereby agrees to act in that capacity, and further, hereby acknowledges that I am familiar with the obligations of a Registered Agent and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By: _____

N. Dean Kohl, Jr.



FILED
99 JUN 14 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF AGAPITO GONZALEZ
IN COMPLIANCE WITH F.S. SECTION 608.407

STATE OF FLORIDA
COUNTY OF MARTIN

Before me, the undersigned authority, personally appeared AGAPITO GONZALEZ, who being duly sworn deposes and says:

1. That this Affidavit is being executed to comply with the provisions of Section 608.407(2), Florida Statutes, for filing with the Articles of Organization for Havana Biltmore, L.L.C.
2. Affiant is making this affidavit based upon personal knowledge and examinations of records kept in the ordinary course of business.
3. I am the Member of the Florida limited liability company known as Havana Biltmore, L.L.C., who executed the Articles of Organization for the limited liability company.
4. Havana Biltmore, L.L.C., has at least two Members.
5. Member AGAPITO GONZALEZA shall contribute \$1,000.00 cash to the limited liability company and Member ELENA LAZO DE LA VEGA shall contribute \$1,000.00 cash to the limited liability company.
6. The amount of noncash property that will be contributed by the Members is zero.
7. The total amount of cash and property anticipated to be contributed by the Members is \$2,000.00, inclusive of the contributions set forth in number 5 above.

FURTHER AFFIANT SAYETH NAUGHT


Agapito Gonzalez, Affiant

STATE OF FLORIDA
COUNTY OF MARTIN

SWORN TO AND SUBSCRIBED before me this 4th day of June, 1999, by Agapito Gonzalez, who is personally known to me.

(seal)



MARIA NICOLE LECANU
My Commission **OC473360**
Expires Jun. 19, 1999
Bonded by ANB
800-852-5678


Notary Public Signature
State of Florida at Large

99 JUN 14 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED