

Division of Corporations

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LIMITED LIABILITY COMPANY

CENTRE POINTE PARTNERS, L.C.

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ARTICLES OF ORGANIZATION

OF

CENTRE POINTE PARTNERS, L.C.

The undersigned initial member of CENTRE POINTE PARTNERS, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I
COMPANY NAME

The name of the company is CENTRE POINTE PARTNERS, L.C.

ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III
MAILING ADDRESS AND STREET ADDRESS OF COMPANY

The mailing address and the street address of the principal office of the Company is:

c/o Royal Landscaping
7031 Parklane Road
Lake Worth, Florida 33467

ARTICLE IV
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

THIS INSTRUMENT PREPARED BY:
Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394
Florida Bar No. 201367
(954) 467-2200

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Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard
Suite 1950
Fort Lauderdale, Florida 33394

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by the unanimous consent of the members. Any new member shall be required to comply with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VI
RIGHT OF REMAINING MEMBERS TO CONTINUE THE COMPANY

In the event of 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 Company, the remaining members of the Company shall have the right to continue the business of the Company subject to and in accordance with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII
MANAGEMENT

The Company shall be managed by the members. The names and addresses of the members are set forth below:

Israel Szmiga
c/o Royal Landscaping
7031 Parklane Road
Lake Worth, Florida 33467

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Richard Szmiga
c/o Royal Landscaping
7031 Parklane Road
Lake Worth, Florida 33467

Fred Bilowit
c/o Royal Landscaping
7031 Parklane Road
Lake Worth, Florida 33467

Ron BiBace
c/o Royal Landscaping
7031 Parklane Road
Lake Worth, Florida 33467

Rogelio Sarmoen
c/o Royal Landscaping
7031 Parklane Road
Lake Worth, Florida 33467

Don Meyers
4813 Perdue Drive
Boynton Beach, Florida 33436

E. Wayne Legum
c/o Charles Greens Nursery
6900 South Military Trail
Lake Worth, Florida 33463

John Baleno
1109 Russel Drive, Unit A
Highland Beach, Florida 33487

Chester Zmigawski
15505 Bellanca Drive
Wellington, Florida 33414

Steven Wolf
c/o Brookside Nursery
288-Z Smith Sundry Road
Delray Beach, Florida 33446

Eric Wolf
c/o Brookside Nursery
288-Z Smith Sundry Road
Delray Beach, Florida 33446

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The name and address of the initial Managing Member is set forth below:

Fred Bilowit
c/o Royal Landscaping
7031 Parklane Road
Lake Worth, FL 33467

ARTICLE VIII
DISSOLUTION OF COMPANY

The Company may be dissolved only in accordance with the Act and the Regulations of the Company as may be adopted from time to time by the members of the Company.

ARTICLE IX
AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members as such other matter in accordance with the Act and the Regulations of the Company adopted by the members from time to time.

IN WITNESS WHEREOF, the undersigned being the initial member of the limited liability company hereby executes these Articles of Organization, this 18 day of June, 1999.

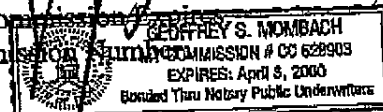

FRED BILOWIT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 18 day of June, 1999, by FRED BILOWIT, who is personally known to me or who has produced a driver's license as identification and who did take an oath.


Notary Public, State of Florida

My Commission Expires: April 5, 2000
Commission Number: 622903



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06/18/99 15:01 FAX 9544673129

MOMBACH BOYLE HARDIN

006

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I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon CENTRE POINTE PARTNERS, L.C., a limited liability company within the State of Florida, in accordance with Section 608.407(1)(d), Florida Statutes.

DATED this 18 day of June, 1999.


Geoffrey S. Mombach

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AFFIDAVIT RE: LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned, as managing member of CENTRE POINTE PARTNERS, L.C., a Florida limited liability company (the "Company"), hereby certifies as follows:

1. The Company has eleven (11) members.

The amount of cash contributed by the members of the Company to date is \$ 350,000.

The amount of cash anticipated to be contributed by the members to the Company is \$ 350,000.

4. No property has been contributed.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Dated this 18 day of June, 1999.

Fred Bilowit (SEAL)
FRED BILOWIT

SWORN TO and SUBSCRIBED before me this 18 day of June, 1999 by Fred Bilowit, who is personally known to me or has produced _____ as identification.

Geoffrey S. Mombach
Notary Public - State of Florida
My Commission # CG 529603
My Commission Expires April 2, 2000
Bonded and Notary Public Underwriters

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