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## Florida Department of State

Division of Corporations

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## LIMITED LIABILITY COMPANY

winter haven investors, L.L.C.

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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

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ARTICLES OF ORGANIZATION  
OF  
WINTER HAVEN INVESTORS, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is: WINTER HAVEN INVESTORS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 363 Granello Avenue, Coral Gables, Florida 33146.

ARTICLE III - DURATION

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

ARTICLE IV - MANAGEMENT

The limited Liability Company is to be managed by the following member and the name and address of such managing members is:

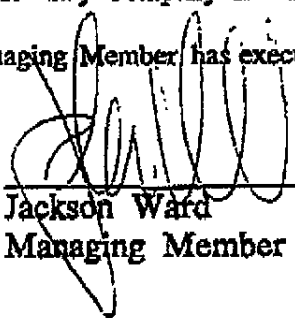
Name	Address
Gulfside Winter Haven, L.L.C.	363 Granello Avenue Coral Gables, FL 33146

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Limited Liability Company is July 6th, 1999.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization this 6th day of July, 1999.

Prepared:  
Norman S. Weider, Esq.  
100 S.E. 2 St. #3950  
Miami, FL 33131  
(305) 371-6338 - FL BAR #150388

  
Jackson Ward  
Managing Member

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, INT HE STATE OF FLORIDA.

1. The name of the limited liability company is: Winter Haven Investors, L.L.C.
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.  
100 S.E. 2nd Street  
Suite 3950  
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
NORMAN S. WEIDER, ESQ.

DATE: 7/2/99

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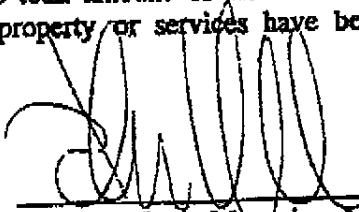
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE ) SS:

The undersigned Managing Member of WINTER HAVEN INVESTORS, L.L.C. 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: One Hundred Dollars (\$100.00). It is anticipated that an additional Nine Hundred Dollars (\$900.00) in cash shall be contributed by the Members. The total amount of the cash contributed and the cash to be contributed is \$1,000.00. No property or services have been or will be contributed.



Jackson Ward, Managing Member

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared this 16th day of July, 1999, Jackson Ward, as the Managing Member of Winter Haven Investors, L.L.C. who executed the foregoing instrument and who is personally known to me or who has produced a Florida driver's license, as identification, and who did take an oath.



Notary Public  
State of Florida

Print Name: **ODALIS PADRON**

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My Commission Expires:



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