

Division of Corporations

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# L99000004426

**Florida Department of State**

Division of Corporations

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Account Number : 076077000521  
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**LIMITED LIABILITY COMPANY****Sonoma Ventures, LLC**

Name Availability	<b>MJH</b>
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**ARTICLES OF ORGANIZATION  
OF  
SONOMA VENTURES, LLC  
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:

1. NAME. The name of the Limited Liability Company is Sonoma Ventures, LLC (the "Company").
2. PERIOD OF DURATION. The period of duration of the Company shall be perpetual.
3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office and mailing address of the Company is c/o PFP Associates, 1601 Forum Place, West Palm Beach, Florida 33401.
5. REGISTERED AGENT. The name and address of the initial registered agent for the Company is: Arnold Mullen, c/o PFP Associates, 1601 Forum Place, West Palm Beach, Florida 33401.
6. ADDITIONAL MEMBERS. Members may admit additional members upon the consent of a majority in interest of the then existing members.
7. CONTINUITY OF BUSINESS. Upon 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 business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of remaining members owning a majority-in-interest of the profits interests and of the capital interests of the Company.
8. MANAGEMENT. The Company shall be managed by its sole member, and his name and address are:

Prepared by: Marvin S. Rosen, Esq.  
FL Bar #394660  
Ruden McClosky, Et al  
222 Lakeview Avenue  
W. Palm Beach, FL 33401  
(561) 838-4500

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MemberAddress

Arnold Mullen

c/o PFP Associates  
1610 Forum Place  
West Palm Beach, FL 33401

The undersigned have executed these Articles of Organization on the  
20th day of July, 1999.

SONOMA VENTURES, LLC

By: 

Arnold Mullen, Sole Member

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of the members of Sonoma Ventures, 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 \$1,000.00.
3. No property other than cash is being contributed by the members.
4. No additional cash or property is anticipated to be contributed by the members.
5. The total amount of contributions by the members is \$1,000.00/

  
Arnold Mullen, Sole Member

(In accordance with Section 608.408(3),  
Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties  
of perjury that the facts stated herein are true.)

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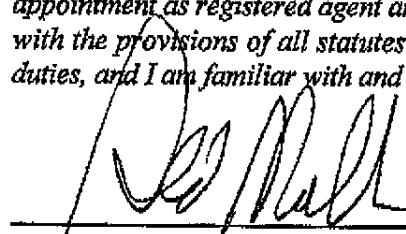
**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Sonoma Ventures, LLC.
2. The name and address of the registered agent and office is:

Arnold Mullen  
c/o PFP Associates  
1601 Forum Place  
West Palm Beach, Florida 33401

*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 its capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Arnold Mullen  
Registered Agent

7/20/99  
(Date)

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