

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-42-8062 • Fax (850) 222-1222

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Pine-tree Estates, L.C.

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File Second

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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

☒ Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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RECEIVED
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SEP 6 9 48 AM '99

9/1/99

ARTICLES OF ORGANIZATION
OF
PINETREE ESTATES, L.C.

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DIVISION OF CORPORATIONS
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I, THE UNDERSIGNED, WHO INTEND TO FORM AND CREATE A LIMITED LIABILITY COMPANY, AS DEFINED IN SECTION 608.402 (3) OF THE (REVISED OR CONSOLIDATED) STATUTES OF THE STATE OF FLORIDA, DO HEREBY STATE AND CERTIFY THE FOLLOWING:

FIRST: The name of the Limited Liability Company is **PINETREE ESTATES, L.C.**

SECOND: The registered office of the company is located at 701 Brickell Avenue, Suite 2000, Miami, Florida 33131, which is also the company's mailing address. Its initial registered agent is George Befeler, Esq., Lucio, Mandler et al., 701 Brickell Avenue, Suite 2000, Miami, Florida 33131.

THIRD: The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Section 608.403 of the (Revised or Consolidated) Statutes of the State of Florida.

FOURTH: The company shall have a perpetual duration.

FIFTH: INDEMNIFICATION:

A. The company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited

liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

B. The foregoing indemnification shall not apply in the case of action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification and shall nonetheless apply if, in view of all the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

C. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall be ultimately determined that he or

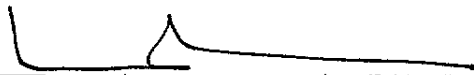
she is entitled to be indemnified by the company.

SIXTH: The initial contribution shall be \$10,000.

SEVENTH: The company will have one manager who is to serve as manager until the first annual meeting of members or until their successors are elected and qualify. The manager's name and address is as follows:

George Befeler
701 Brickell Avenue, Suite 2000
Miami, Florida 33131

SUBSCRIBED this 30th day of August, 1999


GEORGE BEFELER
Authorized Representative and
Initial Registered Agent

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DIVISION OF CORPORATIONS
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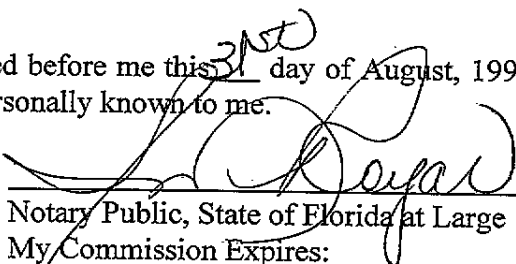
ACCEPTANCE OF INITIAL REGISTERED AGENT

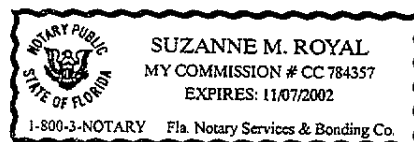
I **HEREBY** am familiar with and accept the duties and responsibilities as initial registered agent of Pinetree Estates, L.C., a Florida Limited Liability Company.


GEORGE BEFELER
Initial Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 31st day of August, 1999 by George Befeler who did take an oath and who is personally known to me.


Notary Public, State of Florida at Large
My Commission Expires:



Affidavit

After being first duly sworn, the undersigned hereby deposes and says:

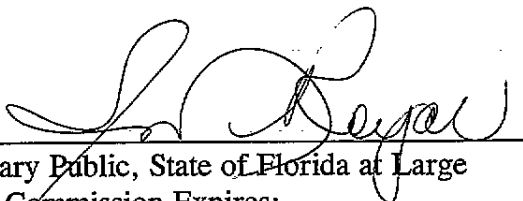
1. I am an authorized representative of Pinetree Estates, L.C.; the sole member of Pinetree Estates, L.C. shall be George Befeler.
2. The total amount of cash contributed by the member is \$10,000.
3. No property other than cash is being contributed by member.
4. The total amount of cash or property anticipated to be contributed by member is \$10,000.

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George Befeler
Authorized Representative

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 3rd day of August, 1999, by George Befeler, who is personally known to me and who did (did not) take an oath.


Notary Public, State of Florida at Large
My Commission Expires:

Gbef\art.pinetree.llc

