

Division of Corporations

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Florida Department of State

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LIMITED LIABILITY COMPANY

Palm Eagle, LLC

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**ARTICLES OF ORGANIZATION
OF
PALM EAGLE, LLC
a Florida Limited Liability Company**

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 PALM EAGLE, 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 of the Company is: 1301 SW 10th Avenue, Building J, Delray Beach, Florida 33444.
5. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Mark F. Grant, Esq., 200 East Broward Blvd., Suite 1500, Fort Lauderdale, Florida 33301.
6. ADDITIONAL MEMBERS. Members may admit additional members upon the majority vote of the then existing members.
7. CONTINUITY; NO RIGHT TO DISTRIBUTION ON WITHDRAWAL. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in this limited liability company. No Member shall be entitled to receive a return of capital or other distribution upon withdrawal from this limited liability company or otherwise, except as otherwise provided in the Regulations of this limited liability company.

Prepared by: Mark F. Grant, Esq., FL Bar# 218881
Ruden McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
Phone: (954) 764-6660
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8. MANAGEMENT. The business of the limited liability company shall be managed by one or more Members. The name and address of the initial Managing Member, who will serve until the first annual meeting of members or until its successor is elected and qualified, is as follows:

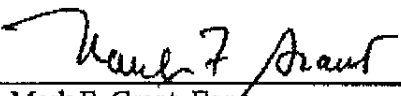
NameAddress

Brian Hinners

1301 SW 10th Avenue, Building J
Delray Beach, Florida 33444

The undersigned has executed these Articles of Organization on the 15th day of September, 1999.

By: _____


Mark F. Grant, Esq.
Authorized Signatory

09 SEP 15 PM 3:43

Prepared by: Mark F. Grant, Esq., FL Bar# 218881
Ruden McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
Phone: (954) 764-6660
FTL:617281:1

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned is an authorized representative of PALM EAGLE, LLC.

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. The total amount of anticipated additional contributions by the members is \$ 24,000.

By:



Mark F. Grant, Esq.
Authorized Signatory

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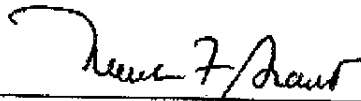
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: PALM EAGLE, LLC.
2. The name and address of the registered agent and office is:

Mark F. Grant, Esq.
200 East Broward Blvd., Suite 1500
Fort Lauderdale, Florida 33301

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.


Mark F. Grant, Esq.
Registered Agent

9/15/99
(Date)

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