

L99000007992

BROAD AND CASSEL
ATTORNEYS AT LAW

BOCA RATON · FT. LAUDERDALE · MIAMI · ORLANDO · TALLAHASSEE · TAMPA · WEST PALM BEACH

390 NORTH ORANGE AVENUE
SUITE 1100
ORLANDO, FLORIDA 32801
PO BOX 4961 (32802-4961)
TEL: (407) 839-4200
FAX: (407) 425-8377
www.broadandcassel.com

Reply to:
HELEN BROCK FORD
DIRECT LINE: (407) 481-5222
DIRECT FAX: (407) 650-0952
INTERNET: hford@broadandcassel.com

November 17, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Sunica Investments, LLC

200003048942--9
-11/18/99--01070--018
****337.50 ****155.00

Dear Sir/Madam:

Enclosed for filing, please find an original and one (1) copy of the proposed Articles of Organization for Sunica Investments, LLC. Check number 6164 in the amount of \$337.50 is enclosed representing the filing fee for said articles. Please return a certified filed copy of the enclosed articles to the undersigned at your earliest convenience.

Sincerely,



Helen Brock Ford
Paralegal

/hbf
Enclosures

FILED
99 NOV 18 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-22-99

ARTICLES OF ORGANIZATION

OF

SUNICA INVESTMENTS, LLC

The undersigned (the "Member") acting as the organizer of SUNICA INVESTMENTS, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is SUNICA INVESTMENTS, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 4731 North AIA, Suite 220, Vero Beach, Florida 32963.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The limited liability company is to be managed by a manager and the name and address of the initial manager who is to serve as the sole manager until the first annual meeting of the members or until his successor is elected and qualified is:

Name

David J. Dambro

Address

4731 North AIA
Suite 220
Vero Beach, Florida 32963

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the majority written consent of all then existing voting Members of the Company.

FILED
NOV 18 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be David J. Dambro, and the street address of the Company's registered agent is 4731 North AIA, Suite 220, Vero Beach, Florida 32963. A copy of the registered agent's acceptance to serve accompanies these Articles.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the majority written approval of all voting Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a manager or officer existing at the time of such repeal or amendment.

FILED
99 NOV 18 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporates these Articles of Organization as
of this 30th day of September, 1999.



David J. Dambro, Organizer

FILED
99 NOV 18 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT 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 SUNICA INVESTMENTS, LLC.
2. The name and address of the registered agent and his office is:

David J. Dambro
4731 North AIA
Suite 2200
Vero Beach, Florida 32963

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



David J. Dambro

Dated this 30th day of September, 1999.

FILED
99 NOV 18 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA