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LAW OFFICES
SIMON & SIMON, P.A.

SEYMOUR J. SIMON (1943-1984)

GARY P. SIMON

CERTIFIED IN WILLS, TRUSTS AND ESTATE PLANNING

CONCENTRATING IN CORPORATE, BUSINESS, and REAL PROPERTY

JOY B. SPILL

SUITE 504

ONE DATRAN CENTER

9100 SO. DADELAND BLVD.

MIAMI, FLORIDA 33156-7815

TELEPHONE (305) 670-6750

FAX (305) 670-6776

E-mail Simon6750@AOL.com

www.lawyers.com/Simon&Simon

December 27, 1999

Secretary of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

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4010.00 *155.00

(via FedEx)

RE: PARADISE PARK, LTD., a Florida limited partnership, Paradise Park LLC,
BISCAY HOLDINGS, LTD., a Florida limited partnership, Biscay Holdings, LLC
Conversion of 25 Street Partnership to Biscay Holdings Ltd

Dear Sir/Madam:

L-100

In connection with the above mentioned matter, enclosed for filing please find the following:

Biscay Holdings, LLC:

1. Articles of Organization
2. Registered Agent Statement & Acceptance

Biscay Holdings, Ltd.:

1. Affidavit of Capital Contributions
2. Certificate of Limited Partnership

25th Street Partnership:

1. Certificate of Conversion

Paradise Park, LLC:

1. Articles of Organization
2. Registered Agent Statement and Acceptance

Paradise Park, Ltd.:

1. Affidavit of Capital Contributions
2. Certificate of Limited Partnership

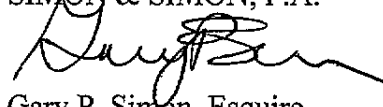
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TALLAHASSEE FLORIDA

Also enclosed is check in the amount of \$4010⁰⁰ which represents the filing fees, registered agent designation fees and the certified copies. I have included a FedEx envelope for

your convenience. **Please handle this expeditiously in 1999.**

Should you have any questions regarding this matter, please contact me.

Sincerely yours,
SIMON & SIMON, P.A.



Gary P. Simon, Esquire

GPS/lcv

cc: M.A. Grondin

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ARTICLES of ORGANIZATION

of Biscay Holdings, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **Biscay Holdings, LLC**, and its principal office and mailing address shall be located at 7225 NW 25th Street, Suite 110, in the City of Miami, County of Miami-Dade, State of Florida, 33122, but it shall have the power and authority to establish branch offices at any other place or places as the managers/Members may designate.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 9100 S. Dadeland Blvd., Suite 504, City of Miami, County of Miami-Dade, State of Florida, and the name of the company's initial registered agent at that address is Gary P. Simon.

ARTICLE III

PURPOSES AND POWERS

A. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- . . 1. To engage in any activity or business authorized under the Florida Statutes.
- . . 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- . . 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- . . 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- . . 5. To exercise all or any of the limited liability company powers, and to carry out all or

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any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as a general partner, agent, nominee, or attorney-in-fact for any persons, entities, or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

. . 6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

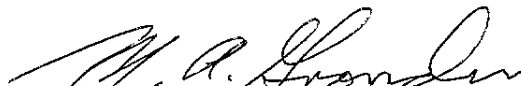
B. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

C. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under law of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV MANAGEMENT

This limited liability company shall be a manager managed company.

The undersigned, being one of the original Members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of **Biscay Holdings, LLC**. Executed by the undersigned at Miami, Florida on Dec 27, 1999. Under penalties of perjury, the facts stated herein are true.



Print: M A Grondin

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REGISTERED AGENT STATEMENT & ACCEPTANCE

.. Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified above submits the following statement in designating its registered office and registered agent in the State of Florida:

.. The name of the registered agent the limited liability company is Gary P. Simon and the street address of the company's registered office where the agent is located is 9100 So. Dadeland Blvd. Suite 504, Miami, FL 33156-7815.

.. This statement is to acknowledge that the limited liability company above has appointed me, Gary P. Simon, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated Dec 27, 1999

.. Gary P. Simon
Gary P. Simon

State of Florida
County of Miami-Dade

The foregoing instrument was acknowledged before me this 27 day of December, 1999 by M A Grondin on behalf of **Biscay Holdings, LLC**, a limited liability company.

Personally known to me X
Produced Identification

Type of Identification

Norbilia Mon
NOTARY PUBLIC

Norbilia Mon

Printed Name

My Commission Expires:



Norbilia Mon

My Commission GC717308

Expires February 18, 2002

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