

L010000002415

IRWIN S. GARS, ESQUIRE

July 24, 2002  
Via U.S. Mail

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: On the Waterfront, LLC - Articles of Amendment of Articles of Organization

Dear Sir or Madam:

L01-2415

I am transmitting herewith an original and one copy of the Articles of Amendment of Articles of Organization of On The Waterfront, a Florida Limited Liability Company, together with my check in the sum of \$55.00 in payment of the \$25.00 filing fee and \$30.00 certified copy fee.

Please return the certified copy to the undersigned at your earliest convenience.

Thank you for your prompt attention and cooperation.

Sincerely,

*Irwin S. Gars*  
IRWIN S. GARS

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-07/29/02--01077--005  
\*\*\*\*\*55.00 \*\*\*\*\*55.00

Enclosures

clients/Cohen/Sect of State-Amendment.072402

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

lep



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 30, 2002

IRWIN S. GARS, ESQUIRE  
3225 AVIATION AVENUE, SUITE 700  
COCONUT GROVE, FL 33133

SUBJECT: ON THE WATERFRONT, LIMITED LIABILITY COMPANY  
Ref. Number: L01000002415

We have received your document for ON THE WATERFRONT, LIMITED LIABILITY COMPANY and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of a "Supplemental Affidavit." Therefore, the enclosed document has not been filed and is being returned to you.

Because we did not file an affidavit for this entity, we cannot file an amendment to an affidavit. Enclosed is a copy of the Articles of Organization which we filed, and an amendment form. If you would like to amend the Articles, please submit an amendment and this letter. If you do not wish to file an amendment, please return this letter with a notation that you would like a refund.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 402A00045931

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DIVISION OF CORPORATIONS  
02 AUG 22 AM 8:38

# IRWIN S. GARS, ESQUIRE

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August 8, 2002  
Via U.S. Mail

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: On the Waterfront, LLC - Articles of Amendment of Articles of Organization**

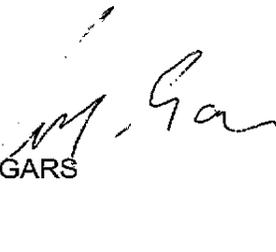
Dear Sir or Madam:

I am transmitting herewith two original, fully executed Articles of Amendment of Articles of Organization of On The Waterfront, a Florida Limited Liability Company, which I prepared pursuant to your instructions and example. I am also transmitting a copy of a letter from your department dated July 30, 2002, in which you acknowledge receipt of check for \$55.00 for the \$25.00 filing fee and \$30.00 certified copy fee.

Please now file the Amendment and return the certified copy to the undersigned at your earliest convenience.

Thank you for your prompt attention and cooperation.

Sincerely,

  
IRWIN S. GARS

Enclosures

d: clients/Cohen/Sect of State#2-Amendment.080802

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DIVISION OF CORPORATIONS  
02 AUG 22 AM 8:38



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 13, 2002

IRWIN S. GARS, ESQUIRE  
3225 AVIATION AVENUE, SUITE 700  
COCONUT GROVE, FL 33133

SUBJECT: ON THE WATERFRONT, LIMITED LIABILITY COMPANY  
Ref. Number: L01000002415

We have received your document for ON THE WATERFRONT, LIMITED LIABILITY COMPANY and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for changing and returning your amendment. Because the amendment still specifically references the Affidavit of Capital Contributions, we still cannot file it. Please refer again to our previous letter and copy of your original Articles, both of which are enclosed. Although your amendment cannot make changes to the Affidavit, you are allowed to amend the original ARTICLES themselves. Please correct your amendment to refer to the ARTICLES which you would like to change, and please do not make any reference in your amendment to the AFFIDAVIT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 302A00047873

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DIVISION OF CORPORATIONS  
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# IRWIN S. GARS, ESQUIRE

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August 21, 2002

Via UPS 2nd Day Air1ZF4903E371000049

Florida Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: On the Waterfront, LLC - Articles of Amendment of Articles of Organization**

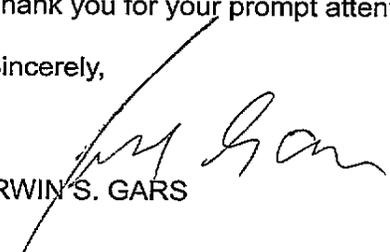
Dear Sir or Madam:

I am transmitting herewith two original, fully executed Articles of Amendment of Articles of Organization of On The Waterfront, a Florida Limited Liability Company, which I prepared pursuant to your instructions and example. I am also transmitting a copy of a letter from your department dated August 13, 2002, in which you acknowledge receipt of check for \$55.00 for the \$25.00 filing fee and \$30.00 certified copy fee.

Please now file the Amendment and return the certified copy to the undersigned at your earliest convenience.

Thank you for your prompt attention and cooperation.

Sincerely,

  
IRWIN S. GARS

Enclosures

d: clients/Cohen/Sect of State#3-Amendment.082102

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DIVISION OF CORPORATIONS  
02 AUG 22 AM 8:38

*no fee*

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3225 Aviation Avenue, Suite 700  
Coconut Grove, Florida 33133

Telephone: 305-854-6666  
Facsimile: 305-856-7634

**ARTICLES OF AMENDMENT OF ARTICLES OF ORGANIZATION  
OF  
ON THE WATERFRONT,  
a Florida Limited Liability Company**

ON THE WATERFRONT, a Limited Liability Company (the "Company"), by its Manger, ON THE WATERWAY, INC., a Florida corporation (the "Manager"), and approved by its members, does hereby certify that:

The members of the Company, at a special meeting called and held on February 12, 2001 at 2:00 p.m. at the office of the Company, determined that it needed to correct the Articles of Organization of the Company. Upon motion duly made, seconded and carried, the following resolution was adopted:

BE IT RESOLVED that the Company, by its duly authorized Manager, take such actions as deemed necessary and advisable in order to effectuate the amendment to the Articles of Organization of ON THE WATERFRONT, LIMITED LIABILITY COMPANY, to be effective as of February 12, 2001, to reflect the following:

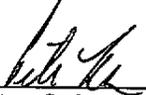
*That the Articles of Organization be amended to reflect that there is one (1) member of the Company, to-wit: Peter Cohen. That ON THE WATERWAY, INC. is and shall be the sole Manager of the Company without being a member and without making a capital contribution to said Company.*

*That the Articles of Organization be amended to reflect that the total contributions of capital to the Company, to-wit: the sum of One Thousand Dollars (\$1,000.00), was provided by Peter Cohen as the sole member of the Company.*

A special meeting of the members of the Company was held on February 12, 2001 at 2:00 p.m. at the offices of the Company and at such special meeting the aforementioned resolutions were duly adopted by the unanimous vote of all members present.

IN WITNESS WHEREOF, said Manager of the Company caused these Articles of Amendment to be signed in its name by its President on this 12<sup>th</sup> February, 2001.

THE ABOVE IS HEREBY RATIFIED  
CONFIRMED AND APPROVED BY  
ON THE WATERFRONT, LLC.

By:   
Peter Cohen, as its sole member

ON THE WATERFRONT, LLC, by its  
Manager, ON THE WATERWAY, INC.

By:   
Peter Cohen, as President

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SECRETARY OF CORPORATIONS  
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