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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

BEACH CLUB OPERATIONS, L.L.C.

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ARTICLES OF ORGANIZATION
OF
BEACH CLUB OPERATIONS, L.L.C.

2005 SEP 23 P 1:05

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be BEACH CLUB OPERATIONS, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 5151 Ocean Boulevard, Sarasota, Florida 34242.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are WILLIAM A. DOOLEY, ESQ., of DOOLEY & DRAKE, P.A., 1432 First Street, Sarasota, Florida 34236.

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

ARTICLE VIII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company are:

Daniel Henson 2365 Appaloosa Circle
Sarasota, Florida 34240


Javier Granthon 4798 Hamlets Grove Drive
Sarasota, Florida 34235

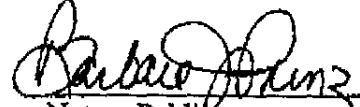
IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these articles of organization at Sarasota, Florida, on the 23rd day of September, 2005


WILLIAM A. DOOLEY

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 23rd day of September, 2005, by WILLIAM A. DOOLEY, [X] who is personally known to me or [] who has produced _____ as identification.

 Barbara J Prinz
My Commission DD382408
Expires December 25, 2005


Notary Public
Print Name: **Barbara J. Prinz**

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE


Under the provisions of F.S. 608.414 or 608.507, BEACH CLUB OPERATIONS, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is BEACH CLUB OPERATIONS, L.L.C.

2. The name and street address of the registered agent in Florida are:


William A. Dooley, Esq.
Dooley & Drake, P.A.
1432 First Street
Sarasota, Florida 34236

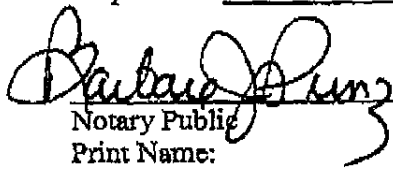
The undersigned, being the person named in the articles of organization of BEACH CLUB OPERATIONS, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Registered Agent
Print: William A. Dooley

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 23rd day of September, 2005, by WILLIAM A. DOOLEY [who is personally known to me or [] who has produced _____ as identification.

 Barbara J Prinz
My Commission DD062408
Expires December 23, 2008


Notary Public
Print Name: **Barbara J. Prinz**