

L9900003695

ERIC J. LANGAN

ATTORNEY AT LAW

174 W. COMSTOCK, STE. 100

WINTER PARK, FL 32789

TEL 407.740.7379 / FAX 407.740.6812

MEMORANDUM

To: Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Date: June 18, 1999

100002910191--1.

-06/21/99-01064-009

\*\*\*\*285.00 \*\*\*\*285.00

Re: Venezia Enterprises, LLC

Enclosed please find the original and one copy of the Articles of Organization and Affidavit of Membership and Contributions, and my trust account check in the amount of \$285.00 for the filing fee and resident agent fee.

FILED  
99 JUN 21 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L99-3695

Name	OK 6-23
Availability	
Document	
Examiner	
Endorse	
Endorse	
Verifier	
A. Knowledge	
W. P. Verifier	

**ARTICLES OF ORGANIZATION  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - NAME**

The name of the limited liability company is Venezia Enterprises, LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 4470 35<sup>th</sup> Street, Orlando, FL 32811.

**ARTICLE III -- DURATION**

The period of duration for the limited liability company shall be 30 years.

**ARTICLE IV - MANAGEMENT**

The limited liability company is to be managed by the members and the name and address of the managing member is Palm Hotel Development, Inc., P.O. Box 590384, Orlando, FL 32859-0384.

**ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be that the remaining members may admit additional members upon the unanimous vote of the remaining members consent into the admission of the additional member.

**ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, explosion, bankruptcy, or dissolution of a member or the occurrence of any other of and which terminates the continued membership of a member in the limited liability company shall be that the remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other than which terminates the continued membership of a member in the limited liability company upon the unanimous vote of the remaining members.

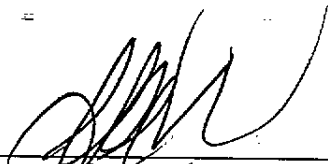
**ARTICLE VII - REGISTERED AGENT**

The name and address of the initial registered agent of the limited liability company is Eric A. Lanigan, 174 W. Comstock Ave., Ste. 105, Winter Park, FL 32789.

99 JUN 21 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

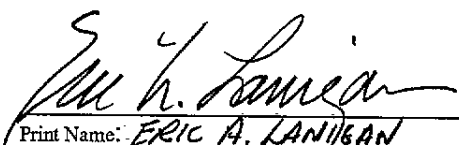
FILED

IN WITNESS WHEREOF, the undersigned member has signed these Articles of Organization on April 22, 1999.

  
Print Name: Gina M. Vanderlind

#### ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sec. 608.416, Fla. Stat., I hereby accept the appointment to the position of registered agent of Palm Construction, LLC. I am familiar with, and accept, the obligations of that position.

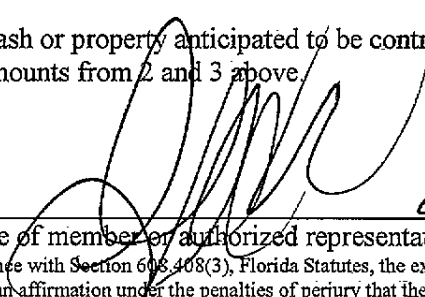
  
Print Name: ERIC A. LANIGAN

99 JUN 21 PM 5:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Venezia Enterprises, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$2,500.00.
3. If any, the agreed value of property, other than cash, contributed by members is \$0.00. A description of the property is attached hereto and incorporated by reference.
4. The total amount of cash or property anticipated to be contributed by members is \$2,500.00. This total includes amounts from 2 and 3 above.

  
Signature of member or authorized representative of member.

GINA. M. VANDER LIND

(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.)

FILED  
99 JUN 21 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA