

Acceptance of Registered Agent

HCRM CORP. hereby accepts the above appointment as registered agent of D.Z.S., L.L.C. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By:

Lawrence J. Miller
Lawrence J. Miller, Vice President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by Lawrence J. Miller, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 1 day of May, 1996 on behalf of the Company.



Jami Lin Hays
Notary Public

My commission expires: 10-23-99

Printed Name: Jami Lin Hays

FILED
96 MAY -6 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086



L96000000510

ACCOUNT NO. : 072100000032

REFERENCE : 943236 4329479

AUTHORIZATION :

COST LIMIT : 9 ~~122.50~~ 337.50

KATH

FILED
MAY-5 AM 10:58
TALLAHASSEE, FLORIDA

ORDER DATE : May 6, 1996

ORDER TIME : 12:58 PM

ORDER NO. : 943236

CUSTOMER NO: 4329479

400001810064

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

DOMESTIC FILING

NAME: CARIAM CLUB, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

5/8/96
KB

MORM

**ARTICLES OF ORGANIZATION OF
CARIAM CLUB, L.C.**

ARTICLE I

Name

The name of the limited liability company ("Company") is CARIAM CLUB, L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 306 North Oakdale, Windermere, Florida 34786.

ARTICLE III

Duration

The Company shall dissolve upon the death, insanity, bankruptcy, dissolution, retirement, resignation or expulsion of any of its members, or upon the occurrence of any other event that terminates the continued membership of a member in the Company.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is A.G.C. Co. The address of the Company's registered office in Florida is SunTrust Center, Suite 2300, 200 South Orange Avenue, Orlando, Florida 32801-3432.

ARTICLE V

Management

The Company is to be managed by the members. Each initial managing member is identified as follows:

SADEK MAOUDJ, whose address is 306 North Oakdale Street, Windermere, Florida 34786

LINDA MAOUDJ, whose address is 306 North Oakdale Street, Windermere, Florida 34786

FILED
JUN 10 1996
TALLAHASSEE, FLORIDA

SYLVIA NETSOV, whose address is 306 North
Oakdale Street, Windermere, Florida 34786

ARTICLE VI

Admission of Additional Members

Members of the Company have the right to admit additional members. Additional members may be admitted only on the consent of a majority of the members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VII

Continuation of Business

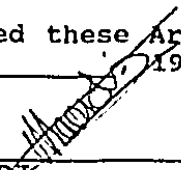
The remaining members of the Company may have the right to continue the business on the death, insanity, bankruptcy, dissolution, retirement, resignation, or expulsion of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business of the Company may be continued only on the consent of a majority of the remaining members.

ARTICLE VIII

Regulations

The power to adopt, alter, amend, or repeal the regulations of the Company is vested in the members as provided in the regulations of the Company.

IN WITNESS WHEREOF, we have executed these Articles of
Organization on this 25 day of April, 1996.



SADEK MAOUDJ



GERLINDE MAOUDJ



SYLVIA NETSOV

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

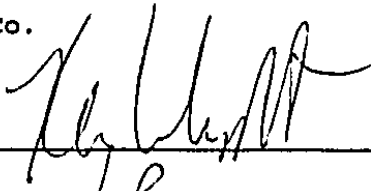
1. The name of the limited liability company is CARIAM CLUB, L.C.

2. The name and address of the registered agent and office A.G.C. Co., SunTrust Center, Suite 2300, 200 South Orange Avenue, Orlando, Florida 32801-3432.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: May 2, 1996.

A.G.C. Co.

By: 

As its: 

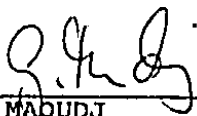
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of CARIAM CLUB, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$100,000.00.
3. No property of value, real or personal, other than cash, will be contributed by the members.
4. The total amount of cash or property anticipated to be contributed by members is \$100,000.00.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.

Dated: 4,251, 1996.


GER LINDA MABUDJ

FILED
96 MAY -6 AM 10:58
TALLAHASSEE, FLORIDA