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ACCOUNT NO. : 072100000032

REFERENCE : 749179 7159131

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 29, 2000

ORDER TIME : 9:45 AM

ORDER NO. : 749179-010

CUSTOMER NO: 7159131

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****155.00 ****155.00

CUSTOMER: Mr. Irving Shimoff
Irving Shimoff, Esq.
Suite 3920
100 Southeast 2nd St.
Miami, FL 33131

DOMESTIC FILING

NAME: OCEAN GRANDE BEACH RESORT,
L.C.

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS: _____

FILED
00 JUN 29 PM 12:50 RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
OF
OCEAN GRANDE BEACH RESORT, L.C.

The undersigned, for the purpose of forming a Limited Liability Company under Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability Company is OCEAN GRANDE BEACH RESORT, L.C. (the "Company").

ARTICLE II - Address

The street address of the initial principal office and mailing address of the Company is c/o Irving Shimoff, Esq., NationsBank Tower, 100 Southeast 2nd Street, Suite 3920, Miami, Florida 33131.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing members are:

MICHAEL DEZER
89 Fifth Avenue
11th Floor
New York, NY 10003

NEOMI DEZERTZOV
89 Fifth Avenue
11th Floor
New York, NY 10003

ARTICLE V - Members Rights to Continue Business


The remaining members of the Company shall 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 event which terminates the continued membership of a member in the Company.

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ARTICLE VI - Commencement

The existence of the Company shall commence upon the filing of these Articles of Organization with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, a member of the Company, has executed these Articles of Organization this 26 day of June, 2000.



MICHAEL DEZER

NEOMI DEZERTZOV

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TALLAHASSEE FLORIDA

CERTIFICATION OF DESIGNATION OF REGISTERED

AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF Section 608.415 or 608.507, Florida Statute, 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:

OCEAN GRANDE BEACH RESORT, L.C.

2. The name and address of the Registered Agent and Office is:

Irving Shimoff, Esq.
NationsBank Tower
100 Southeast 2nd Street
Suite 3920
Miami, Florida 33131.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place stated 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.


IRVING SHIMOFF

Dated: June 27, 2000

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TALLAHASSEE FLORIDA