



L00000002802

ACCOUNT NO. : 072100000032

REFERENCE : 618753 4303929

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia R. [Signature]

ORDER DATE : March 9, 2000

ORDER TIME : 2:43 PM

ORDER NO. : 618753-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
GREENBERG TRAUIG, P.A.
GREENBERG TRAUIG, P.A.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

0000003164630--0

FILED
00 MAR -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ISLAND GOVERNOR LC

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: Janna Wilson

EXAMINER'S

RECEIVED
00 MAR -9 PM 3:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

L00-2802

Name	<i>PK-3-B</i>
Investigator	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Modifier	<i>[Signature]</i>
Endorser	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 10, 2000

JANNA WILSON
CSC

SUBJECT: ISLAND GOVERNOR LC
Ref. Number: W00000006472

FILED
00 MAR -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ISLAND GOVERNOR LC and authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

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

Please delete the affidavit information be sure to leave the signature of the member.,

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 300A00013389

RESUBMIT
Please give original
submission date as file date

RECEIVED
00 MAR 13 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ISLAND GOVERNOR LC

ARTICLE I - Name

The name of the Limited Liability Company is ISLAND GOVERNOR LC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 1330 Ocean Drive, 4th Floor, Miami Beach, Florida 33139.

ARTICLE III - Duration

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

ARTICLE IV - Management

The Company will be managed by its managing member (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The name and address of the Manager who is to serve until the first annual meeting or until his successor is otherwise selected is as follows:

Island Governor, Inc.
1330 Ocean Drive, 4th Floor
Miami Beach, Florida 33139

ARTICLE V - Admission of Additional Members

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

FILED
00 MAR -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

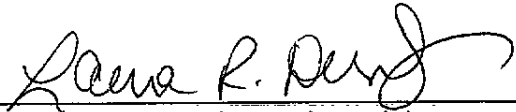
ARTICLE VI - Registered Agent and Office

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Dade, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ISLAND GOVERNOR LC hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

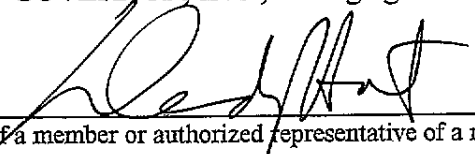
CORPORATION SERVICE COMPANY


As Agent for Registered Agent

Dated March 09, 2000

FILED
00 MAR -9 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ISLAND GOVERNOR, INC., Managing Member


Signature of a member or authorized representative of a member

WENDY HART

Print Name and Title

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

MIAMI/VAINSTEINS/1001950/1b3y011.DOC/11/19/99