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Florida Department of State
Division of Corporations
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From:
Account Name : GREENSPOON MARDER HIRSCHFELD RAKFIN ROSS & BERGER,
Account Number : 076064003722
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LIMITED LIABILITY COMPANY
POMPANO BEACH COASTAL RESORT, L.L.C.

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is Pompano Beach Coastal Resort, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 50 years thereafter.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Gregory J. Blodig, Esq., Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as its initial manager is:

Gerald Greenspoon: 100 West Cypress Creek Road
Suite 700
Ft. Lauderdale, FL 33309

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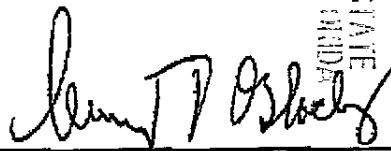
ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

ARTICLE VII - Members' Rights to Continue Business:

The remaining members of the Limited Liability Company, upon unanimous consent, 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 Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 14th day of March, 2000.



, as authorized representative

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, 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:

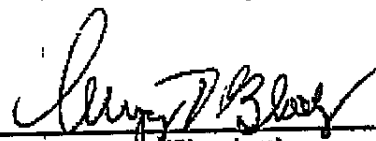
Pompano Beach Coastal Resort, L.L.C.
2. The name and address of the registered agent and office is:

Gregory J. Blodig, Esq.
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road
Suite 700
Ft. Lauderdale, FL 33309

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By: 
authorized representative of Member

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


(Signature)

3-14-2000
(Date)