

MAR. 17 2000

Division of Corporations

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Page 1 of 1

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

HARBOR BEACH PROPERTY GENERAL PARTNER, L.C.

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CORPORATIONS DIVISION

March 17, 2000

TRIPP, SCOTT, CONKLIN & SMITH

SUBJECT: HARBOR BEACH PROPERTY GENERAL PARTNER, L.C.
REF: W00000007135

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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MAR.17.2000 2:44PM TRIPP SCOTT

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**ARTICLES OF ORGANIZATION
OF**

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HARBOR BEACH PROPERTY GENERAL PARTNER, L.C.

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is: **HARBOR BEACH PROPERTY GENERAL PARTNER, L.C.**

**ARTICLE II
PURPOSE**

This limited liability company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and this limited liability company shall have all the powers of a limited liability company under Chapter 608, Florida Statutes.

**ARTICLE III
DURATION**

This limited liability company shall continue in full force and effect until August 15, 2001, unless extended by amendment, or until dissolved in a manner provided by law or as provided in the regulations of this limited liability company.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

1711 NW 99th Avenue
Plantation, Florida 33322

Prepared By:

Jeffrey S. Wood, Esq.
Bar No. 0869619
Tripp, Scott
P. O. Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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00 MAR 17 PM 3: 00

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ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of this limited liability company in the State of Florida is:

Michael Savuskan
1711 NW 99th Avenue
Plantation, Florida 33322

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

6.1 Members shall have the right to admit new members by unanimous consent. Capital contributions required of new members shall be determined as of the time of admission to this limited liability company. A member's interest in this limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the non-transferring members.

6.2 Upon death, the retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining members shall have the right to continue the business of this limited liability company if, within ninety (90) days after the occurrence of such event, the business of this limited liability company is continued by the unanimous consent of such remaining members.

ARTICLE VII MANAGEMENT

7.1 This limited liability company has a board of managers and the business and affairs of this limited liability company shall be managed by or under the direction of its board of managers. No member of the limited liability company, in such capacity, shall have any right or authority to act for or to bind this limited liability company.

7.2 The board of managers of this limited liability company shall consist of two (2) managers initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the regulations of this limited liability company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the

SECRETARY OF STATE
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00 MAR 17 PM 3:00

members of this limited liability company or until their successors are duly elected and qualified. The names and addresses of the initial Managers of this limited liability company are:

Name

Address

Michael Savuskan

1711 NW 99 Avenue
Plantation, FL 33322

Alexander Gluhovskoy

2260 SE 17th Street
Fort Lauderdale, FL 33316

**ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION**

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE IX
INDEMNIFICATION**

This limited liability company shall indemnify any member, manager or officer of this limited liability company, or any former member, manager or officer of this limited liability company, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of this limited liability company, has executed these Articles of Organization this 14th day of March, 2000.


Michael Savuskan

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act.


Michael Savuskan