

L00000005219

CAPITAL CONNECTION INC.
417 E Virginia Street Suite 1 • Tallahassee, Florida 32302
(850) 244-3700 • (800) 442-0620 • Fax (850) 242-1212

Sea Dell Properties of
Marathon, LLC

L-5219

100003242391--4
-05/08/00--01071--014
****155.00 ****155.00

- Art of Inc. File
- LTD Partnership File
- ✓ Foreign Corp. File
- ✓ L.C. File *cert*
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- ✓ Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
00 MAY -8 PM 2:04
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECEIVED
00 MAY -8 AM 11:10
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE FLORIDA

Signature

Requested by: *we* *5/8/00* *11:00*
Name Date Time

Walk-In Will Pick Up

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

for

SEA DELL PROPERTIES OF MARATHON, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is:

SEA DELL PROPERTIES OF MARATHON, LLC

FILED
00 MAY -8 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II - Address:

The mailing and street address of the principal office of the Limited Liability Company is:

SEA DELL PROPERTIES OF MARATHON, LLC
3000 Town Center Suite 830
Southfield, Michigan 48075

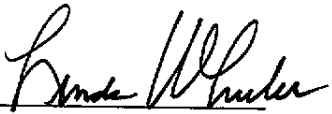
ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature:

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, **SEA DELL PROPERTIES OF MARATHON, LLC**, THE UNDERSIGNED LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

2. The name and address of the registered agent and office is:

Linda B. Wheeler, Esq.
1213 White Street
Key West, Florida 33040

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.


Linda B. Wheeler, Esq.
1213 White Street
Key West, Florida 33040

May 4, 2000
Date

FILED
00 MAY -8 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV - Duration:

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

ARTICLE V - Management:

The Limited Liability Company is to be managed by one manager or more and is therefore, a manager-managed company. The names(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Pearl Holforty
c/o Liberty BidCo Investment Corporation
3000 Town Center Suite 830
Southfield, Michigan 48075

ARTICLE VI - Admission of Additional Members:

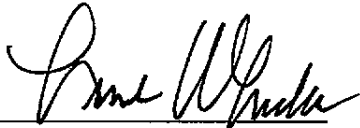
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: As set forth in the operating agreement.

ARTICLE VII - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company 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 shall be: As set forth in the operating agreement.

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

Signature of an authorized representative of a member:



BY: Linda B. Wheeler, Esq.
Authorized Representative of a Member

May 4, 2000
Date

Linda B. Wheeler, Esq.
1213 White Street
Key West, Florida 33040

FILED
00 MAY -8 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

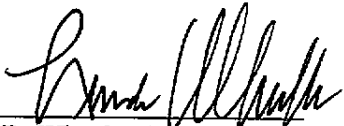
1. The name of the limited liability company is:

SEA DELL PROPERTIES OF MARATHON, LLC.

2. The name and address of the registered agent and office is:

Linda B. Wheeler, Esq.
1213 White Street
Key West, Florida 33040

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.



Linda B. Wheeler, Esq.
1213 White Street
Key West, Florida 33040

May 4, 2000
Date

FILED
00 MAY -8 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Filing Fee: \$35 for Designation of Registered Agent