

L000000007540



ACCOUNT NO. : 072100000032

REFERENCE : 745907 9011A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 27, 2000

ORDER TIME : 11:41 AM

ORDER NO. : 745907-005

CUSTOMER NO: 9011A

CUSTOMER: Nancy J. Mulligan, Legal Asst
Ronald Witkowski, Esq

Suite 202
12798 W. Forrest Hill Blvd.
Wellington, FL 33414

100003306391--7
-06/27/00--01049--010
****160.00 ****160.00

DOMESTIC FILING

NAME: SHANGRA-LA, LLC

EFFECTIVE DATE:

____ 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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:

FILED
00 JUN 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 JUN 27 PM 12:12
DEPARTMENT OF STATE
DIVISION OF CORPORATE &
TALLAHASSEE, FLORIDA

4p

ARTICLES OF ORGANIZATION FOR SHANGRA-LA, LLC

ARTICLE I - Name

The name of the Limited Liability Company is SHANGRA-LA, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal official of the Limited Liability Company is 3004 North Atlantic Blvd., Ft. Lauderdale, FL 33308.

ARTICLE III - Duration:

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization and in the Operating Agreement of the Company.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the Members and the names and addresses of the managing members are:

Ronald A. Goss 3004 North Atlantic Blvd., Ft. Lauderdale, FL 33308

Florence Elisa Wigley 3004 North Atlantic Blvd., Ft. Lauderdale, FL 33308

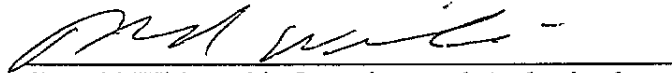
ARTICLE V - Admission of Additional Members:

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company, and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of said interest approve of the proposed transfer by unanimous written consent.

FILED
00 JUN 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article VI - Members Rights to Continue Business:

The members will have the right to continue the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Company (collectively "Withdrawal"), as long as there is at least one (1) remaining member, and the remaining member(s) agree to continue the Company by unanimous written consent within ninety (90) days after the Withdrawal of a member, as set forth in the Operating Agreement of the Company.



Ronald Witkowski, Organizer and Authorized
Representative of the Member

Ronald Witkowski, Esq., Authorized Representative
Typed or printed name of signee


FILED
00 JUN 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608.415, Florida Statutes, the following is submitted:

SHANGRA-LA, LLC, desiring to organize under the laws of the State of Florida, with its principal place of business at 3004 North Atlantic Blvd., Ft. Lauderdale, FL 33308, County of Broward, State of Florida, has named Ronald Witkowski, P.A., located at 12798 Forest Hill Boulevard, Suite 202, Wellington, Florida, 33414, as its agent to accept service of process within Florida.

DATE: June 26, 2000



Ronald Witkowski, Esq., Organizer and Authorized
Representative

FILED
00 JUN 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, am familiar with the obligations of a registered agent and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: June 26, 2000

RONALD WITKOWSKI, P.A.

By: 

Ronald Witkowski, President