

L 000000009140

SPOTTSWOOD, JOHN M. & WILLIAM B. SPOTTSWOOD, JR.
ATTORNEYS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD
OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

June 13, 2000

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

RE: Key West Development, L.C.

200003292102--3
-06/28/00--01079--011
*****46.25 *****46.25

200003292102--3
-06/15/00--01108--018
*****78.75 *****78.75

Dear Sir:

L-9140

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,

Rob for
JOHN M. SPOTTSWOOD, JR.

N-15420

JMSjr/rrg

Enclosures

Federal Express

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Wg/11

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 22, 2000

JOHN M. SPOTTSWOOD, JR.
SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
P.O. BOX 1900
KEY WEST, FL 33041-1900

SUBJECT: KEY WEST DEVELOPMENT, L.C.
Ref. Number: W00000015920

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00 JUL 25 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for KEY WEST DEVELOPMENT, L.C. and check(s) totaling \$78.75 of which \$78.75 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$46.25 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

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.

The document must contain both the street address of the principal office and the mailing address of the entity.

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: 000A00035433



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 5, 2000

ROBIN GEDMIN
SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
500 FLEMING STREET
KEY WEST, FL 33040

SUBJECT: KEY WEST DEVELOPMENT, L.C.
Ref. Number: W00000015920

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00 JUL 25 PM 2:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for KEY WEST DEVELOPMENT, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Thank you for submitting the additional payment. You must still make the corrections to your Articles that were requested in our previous letter, a highlighted copy of which is attached. Please submit articles which include a mailing address for the entity but do not include an affidavit.

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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 900A00037281

ARTICLES OF ORGANIZATION OF
KEY WEST DEVELOPMENT, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be KEY WEST DEVELOPMENT, and its principal office and street address shall be located at 2720 A No. Roosevelt Blvd., in the City of Key West, County of Monroe, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

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TALLAHASSEE, FLORIDA

ARTICLE II.

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III.

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the

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TALLAHASSEE, FLORIDA

direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV.

MANAGEMENT

This limited liability company shall be managed by three (3) managers. The names and addresses of the persons who shall serve until their successors are elected and qualified are as follows: Paul E. Toppino, 2315 No. Roosevelt Blvd., Key West, FL 33040; Edward Toppino, Jr., 165 Key Haven Road, Key West, FL 33040; and Stephen R. Cusimano, 17334 laBrisa Lane, Sugarloaf Key, FL 33042.

ARTICLE V.

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, 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 the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI.

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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ARTICLE VII.
PROFITS AND LOSSES

(a). *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits (33-1/3 each). The distributive share of the profits shall be determined and paid to the members on the anniversary date of commencement of business of the limited liability company.

(b). *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares (33-1/3 each).

ARTICLE VIII.
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

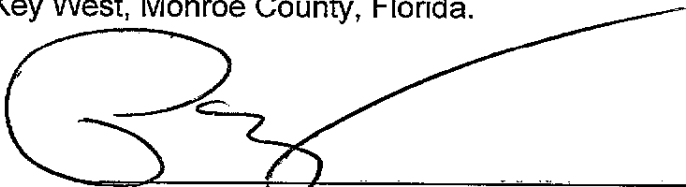
ARTICLE IX.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2720A North Roosevelt Blvd., City of Key West, County of Monroe, State of Florida, and the name of the company's initial registered agent at that address is PAUL E. TOPPINO.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of KEY WEST DEVELOPMENT, L.C.

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TALLAHASSEE FLORIDA

Executed by the undersigned at Key West, Monroe County, Florida.



PAUL E. TOPPINO



EDWARD TOPPINO, JR.



STEPHEN R. CUSIMANO

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TALLAHASSEE FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

SS

State of Florida
County of Monroe


Pursuant to the provisions of Sections Florida Statutes 608.415 and Florida Statutes '608.407(1)(d), the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is KEY WEST DEVELOPMENT, L.C.

The name of the registered agent for KEY WEST DEVELOPMENT, L.C. is PAUL E. TOPPINO, and the street address of the company's principal office where the agent is located is 2720A No. Roosevelt Blvd., Key West, FL 33040.

This statement is to acknowledge that, as indicated above, KEY WEST DEVELOPMENT, L.C. has appointed me, PAUL E. TOPPINO, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: April 17, 2000


PAUL E. TOPPINO

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me this day of April, 2000, by PAUL E. TOPPINO, agent on behalf of KEY WEST DEVELOPMENT, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.


NOTARY PUBLIC



Robin R. Gedmin
MY COMMISSION # CC794170 EXPIRES
April 1, 2003
BONDED THRU TROY FAIN INSURANCE, INC.