

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L000000012760

Besanta Properties, Inc

600003429776--6
-10/19/00--01054--023
***125.00 ***125.00

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- 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 _____

RECEIVED
00 OCT 19 AM 11:09
DIVISION OF CORPORATIONS

00 OCT 19 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

UB
10-19-00

Signature _____

Requested by: LS 10/19 8:50
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF ORGANIZATION

OF

RESANTA PROPERTIES, L.L.C

The undersigned initial member of RESANTA PROPERTIES, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: RESANTA PROPERTIES, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on filing with the Florida Secretary of State, and shall continue until August 1, 2005, unless otherwise dissolved pursuant to Article VIII of these Articles Organization.

ARTICLE III. MAILING ADDRESS OF THE COMPANY

The mailing address of the Company is: 1633 Bayshore Highway, Suite 321, Burlingame, California 94010.

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is: 590 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411.

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be: Lawrence M. Fuchs, Esq., Fuchs and Jones, P.A., 590 Royal Palm Beach Boulevard, Royal Palm Beach Florida 33411.

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 108.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 19 PM 12:31

APPROVED
AND
FILED

written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulation and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of the member or upon the occurrence of any other event provided in the Regulations of the Company under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of the members or until its successors are elected and qualify.

OCT 19 PM 12:31
1 OCT ARY F S IE
7 AL LAI 581-11 EN IDA

APPROVED
AND
FILED

Eric L. Lee
1 Place Moulin
Tiburon CA 94920

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATIONS

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS


Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which votes is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

09 OCT 19 PM 12:31

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this ____ day of ____, 2000.

INITIAL MEMBER:

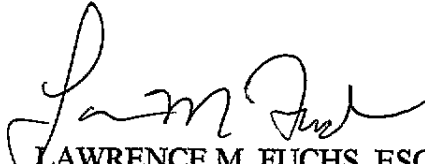
By: 

Its _____

**CERTIFICATE OF ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the
Florida Limited Liability Company Act:

Having been appointed registered agent of RESANTA PROPERITES, L.L.C. in
its Articles of Organization, at the place designated in such Articles of Organization, the
undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and
accepts, the obligations of such position.


LAWRENCE M. FUCHS, ESQ.

Dated: 10/11/00

SECRETARY OF STATE
ALLAHBACH OFFICE BUILDING

00 OCT 19 PM 12:31

APPROVED
AND
FILED