

CAPITAL CONNECTION, INC.

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

L010000002219

Venetian Bay Estates
L.L.C., A Florida Limited
Liability Company

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****155.00 ****155.00

- ___ 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

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DIVISION OF CORPORATION
AND
FILED

Signature _____

Requested by: BO

Name

Date

Time

2/12/01 10:35

Walk-In _____

Will Pick Up _____

ARTICLES OF ORGANIZATION OF
VENETIAN BAY ESTATES I, L. L.C., A FLORIDA LIMITED LIABILITY
COMPANY

The undersigned, acting as the Organizer(s) of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as amended, ("Act") form a Florida Limited Liability Company ("Company") pursuant to the Act and set forth the following Articles of Organization ("Articles").

ARTICLE I: NAME.

The name of this Company will be VENETIAN BAY ESTATES I, L. L.C., a Florida Limited Liability Company.

ARTICLE II: COMMENCEMENT DATE AND DURATION.

This Company will commence on February 12, 2001, in accordance with the provisions of Section 608.409(1) of the Act and will continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act, or the provisions of these Articles. Subject to the foregoing, this Company will be dissolved on the happening of any of the following events:

- A. Expiration of the term specified above;
- B. Withdrawal, retirement, death, resignation, bankruptcy, dissolution, or expulsion of any member unless the business of this Company is continued by the consent of all of the remaining members;
- or
- C. Unanimous written consent of all the members.

ARTICLE III. PURPOSES

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act, including, but not limited to, the acquisition, disposition, purchase, lease, encumbrance, financing, improving, developing, managing and otherwise dealing with real property.

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SECRETARY OF STATE
OF ARIZONA

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ARTICLE IV. PLACE OF BUSINESS

The principal place of business and the mailing address and street address of this Company will be 1110 Brickell Avenue, Suite 504, Miami, Florida 33131, and such other place or places as may be designated by the members from time to time.

ARTICLE V. REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent for this Company will be Larry O. Schatzman, Esq. and the address of the registered agent for service of process will be 1110 Brickell Avenue, Suite 504, Miami, Florida 33131

ARTICLE VI. ADMISSION OF MEMBERS

The initial members of this Company will set be forth in the Regulations adopted by the members. The admission of additional members will be accomplished only by a vote of a majority in interest of the members.

ARTICLE VII. CONTINUATION OF BUSINESS

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VIII. MANAGEMENT OF BUSINESS

The management of this Company will be vested entirely in The RoyalBay Group, Inc. which

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

entity is not a member .

ARTICLE IX. INITIAL MEMBERS

The names and addressseds of the initial members are:

ROBERT F. THORNE
1110 Brickell Avenue, Suite 504
Miami, FL. 33131

FRANK J. AMEDIA
1110 Brickell Avenue, Suite 504
Miami, FL. 33131

ARTICLE X. POWERS

This Company will have all of the powers and authority set forth in Section 608.404 of the Act.

ARTICLE XI. PROPERTY

A. Ownership: All property originally paid or brought into or transferred to this Company as contributions to capital by the members or subsequently acquired by purchase or otherwise on account of this Company will be property of this Company.

B. Title: Title to all property to the Company will be held in the name of the Company.

C. Conveyances: The member(s) are authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, mortgages, deeds, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property. Such execution will be made by members holding a majority in interest of the Company. The signature and execution of such documents will clearly set forth at the execution on behalf of the Company and that the member is signing on its behalf. The following form of signature will be used for obtaining or conveying title to any real or personal property:

BAY ESTATES AT PINETREE DRIVE, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By _____, Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents where title to real or personal property has been conveyed by the Company.

ARTICLE XII. AMENDMENTS

This Articles of Organization, except with respect to vested rights of the members, may be amended at any time by a vote of a majority in interest of the members and such amendments will be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XIII. REGULATIONS


The members are authorized and directed to prepare and adopt Regulations for the governing of the internal affairs of this Company and containing such provisions as they consider necessary except that no provisions of the Regulations may conflict with the provisions of these Articles unless these Articles otherwise permit. The power to adopt, alter, amend, or repeal the Regulations will be described in the Regulations, except that the initial form will be approved by all the members.

ARTICLE XIV. CONTRACTING DEBTS

No debt will be contracted nor liability incurred by or on behalf of the Company except by a vote of the majority in interest of the members.

Intending to be bound by the terms hereof, each of the undersigned members has executed these Articles of Organization this 9 day of February, 2001..

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



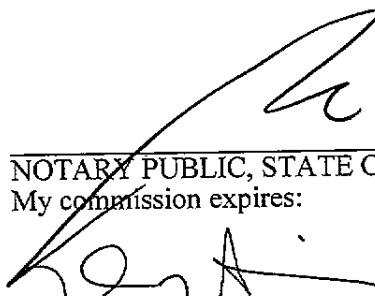
ROBERT F. THORNE

STATE OF FLORIDA)

COUNTY OF DADE)
SS.

BEFORE ME, the undersigned authority, personally appeared ROBERT F. THORNE, known to me well known, or who produced _____ as identification, and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 9 day of February, 2001..



NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:

FRANK J. AMEDIA

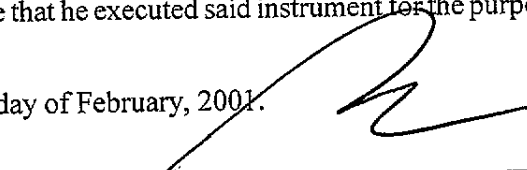


Larry O. Schatzman
Commission # CC 922530
Expires March 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA)
COUNTY OF DADE)
SS.

BEFORE ME , the undersigned authority, personally appeared FRANK J. AMEDIA, well known to me or who produced _____ as identification, and known to me to be the person described in, and who executed, the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 9 day of February, 2001..



NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:



Larry O. Schatzman
Commission # CC 922530
Expires March 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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CLERK OF THE
STATE
TREASURY
FLORIDA