

CAPITAL CONNECTION, INC.

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

L010000003014

Venetian Bay
Estates, II, L.L.C.

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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

FILED

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 21 AM 10:19

DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

~~011601/00601/00071~~

02-21-01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 21, 2001

CAPITAL CONNECTION, INC.

SUBJECT: VENETIAN BAY ESTATES II, L.L.C.
Ref. Number: W01000004079

We have received your document for VENETIAN BAY ESTATES II, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 301A00010974

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AND
FILED
01 FEB 27 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
VENETIAN BAY ESTATES II, 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 II, L. L.C., a Florida Limited Liability Company.

ARTICLE II: COMMENCEMENT DATE AND DURATION.

This Company will commence on February 22, 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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STATE
TALLAHASSEE, FLORIDA

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

entity is not a member .

ARTICLE IX. INITIAL MEMBERS

The names and addresssds 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

LARRY POWELL
643 Andros Court
Punta gorda, FL. 33950

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 Manager is 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 the Manager 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 Manager is signing on its behalf. The following form of signature will be used for

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

obtaining or conveying title to any real or personal property:

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

By: The Royal Bay Group, Inc., Manager

By: _____

ROBERT THORNE, PRESIDENT

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.

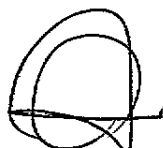
ARTICLE XIV. CONTRACTING DEBTS

No debt will be contracted nor liability incurred by or on behalf of the Company except by a vote

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TALLAHASSEE, FLORIDA

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 20 day of February, 2001..



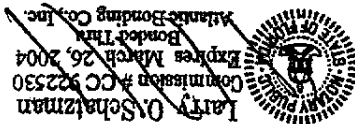
ROBERT F. THORNE

STATE OF FLORIDA)

COUNTY OF DADE)
SS.

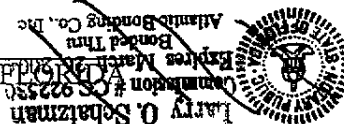
BEFORE ME, the undersigned authority, personally appeared ROBERT F. THORNE, known to me well known, or who produced _____ as identification, and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument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

WITNESS my hand and seal this 20 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.

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CLERK OF THE
COURT
DADE COUNTY
FLORIDA

WITNESS my hand and seal this 20 day of February, 2001.

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



Larry O. Schatzman

Commission # CC 922530

Expires March 26, 2004

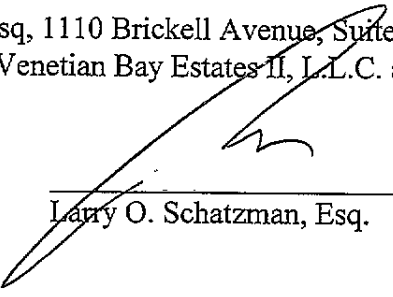
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT FOR
VENETIAN BAY ESTATES II, L.L.C., a Florida limited liability company

The undersigned, Larry O. Schatzman, Esq, 1110 Brickell Avenue, Suite 504, hereby accepts the designation as Registered Agent for Venetian Bay Estates II, L.L.C. a Florida limited liability company.

Dated: February 26, 2001



Larry O. Schatzman, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA