

LO10000004974

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

3/30

FILED

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000032176 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

RECEIVED

01 MAR 30 AM 11:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ADVENTURE CAPITAL GROUP, EXPEDITION 152, LLC

FILED
01 MAR 30 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

H01000032176

**ARTICLES OF ORGANIZATION
OF
ADVENTURE CAPITAL GROUP, EXPEDITION 152, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, acting as organizer and as a Member or authorized representative of a Member of **ADVENTURE CAPITAL GROUP, EXPEDITION 152, LLC**, under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

ARTICLE I.

NAME

The name of this limited liability company (the "Company") is **ADVENTURE CAPITAL GROUP, EXPEDITION 152, LLC**.

ARTICLE II.

ADDRESS

The mailing and street address of the principal office of the Company shall be 1100 Lee Wagner Blvd., #204, Ft. Lauderdale, FL 33315.

ARTICLE III.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Company's registered office shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Blvd., Suite 2000, Miami, Florida 33131, and the registered agent for the Company at that address shall be Troy J. Rillo.

ARTICLE IV.

DURATION

Except as provided in the Company's Operating Agreement and Regulations (the "Operating Agreement"), the duration of the Company shall be perpetual.

H01000032176

01 MAR 30 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H01000032176

**ARTICLE V.
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

**ARTICLE VI.
ORGANIZER**

The name and street address of the organizer to these Articles of Organization are:

<u>Name</u>	<u>Address</u>
Adventure Capital Group, Expedition 152, Inc.	1100 Lee Wagner Blvd., Suite 204, Fort Lauderdale, Florida 33315

**ARTICLE VII.
MANAGEMENT**

The Company shall be managed by a manager (the "Manager") as further provided in the Operating Agreement. The name and address of the Manager who is to serve as the Manager of the Company until the first annual meeting of the Members or until its successor is elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Adventure Capital Group, Expedition 152, Inc.	1100 Lee Wagner Blvd., Suite 204, Fort Lauderdale, Florida 33315

**ARTICLE VIII.
ADMISSION OF NEW MEMBERS; TRANSFER OF UNITS**

The Company may admit new Members upon the approval of the Manager, *provided* the proposed Members assent to the terms of, and execute, the Operating Agreement. A Member may transfer his or her membership units (each, a "Unit") only in accordance with the terms and subject to the conditions contained in the Operating Agreement.

H01000032176

**ARTICLE IX.
DISSOLUTION**

Pursuant to Florida Statutes §608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or upon the occurrence of any other event that terminates the continued membership of a Member in the Company.

**ARTICLE X.
LIMITATION ON AGENCY AUTHORITY TO MEMBERS**

Except as specifically authorized by the Manager, no member of the Company (a "Member") is an agent of the Company or has the authority to make any contracts, enter into any transactions, or otherwise make any commitments on behalf of the Company.

**ARTICLE XI.
AMENDMENT OF ARTICLES OF ORGANIZATION
AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by both (a) a vote of the Members who own at least a majority of the outstanding Units, and (b) unanimous written approval of the Managers.

**ARTICLE XII.
RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

03/30/2001

11:22

CCRS → 9224003

NO. 821

005

H01000032176

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Organization on March 29, 2001.

ADVENTURE CAPITAL GROUP, EXPEDITION 152, LLC

By: Adventure Capital Group, Expedition 152, Inc.
Its: Managing Member

By:

Name: John M. Goodwin, Jr.

Its: President

032901

H01000032176

H01000032176

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
OF
ADVENTURE CAPITAL GROUP, EXPEDITION 152, LLC**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **ADVENTURE CAPITAL GROUP, EXPEDITION 152, LLC**.
2. The name and address of the registered agent and office is Troy J. Rillo, c/o Kirkpatrick & Lockhart LLP, 201 S. Biscayne Blvd., Suite 2000, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.


(Signature)

March 24, 2001