

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1800

MIAMI, FLORIDA 33133

TELEPHONE (305) 858-5555

FACSIMILE (305) 858-4777

www.adorno.com

GREGORY MARTIN

WRITER'S DIRECT NO.:

April 2, 2001

Secretary of State
Department of Incorporation
George Firestone Building
409 E. Gains Street
Tallahassee, Florida 32399

000003958280--4
-04/04/01--01027--001
***1323.75 ***120.00
130.00

RE: FILING OF SIX (6) LLC'S AND FIVE (5) ARTICLES OF INCORPORATION

Please find enclosed a check in the amount of \$1,323.75 along with one original and ^{one}~~two~~ copies of each of the following LLC's and Articles of Incorporation to be filed. I have also included in this package a return Federal Express airbill for the expedited delivery of the certified copies. Thank you.

LLC's

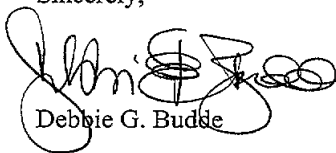
1. Mark Meyers Residence, L.L.C.
2. Homestead Farm, L.L.C.
3. SDA, L.L.C.
4. Mark Meyers Castle, L.L.C.
5. Lighthouse Point Tower, L.L.C.
6. Emerald Key, L.L.C.

ARTICLES OF INCORPORATION

1. Robert Giordano Design Inc.
2. Jamaica Resort, Inc.
3. Bahamas Resort, Inc.
4. Dominica Resort, Inc.
5. Co-Coffee Co., Inc.

FILED
01 APR - 3 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,


Debbie G. Budd

FORT LAUDERDALE

BOCA RATON

**ARTICLES OF ORGANIZATION
OF
EMERALD KEY, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be EMERALD KEY, L.L.C. (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Gregory A. Martin, Esq., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

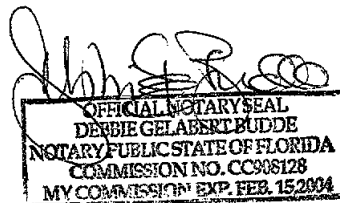
The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Gregory A. Martin, Esq., c/o Adorno & Zeder, P.A., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall be permitted to make additional capital contributions to the Company, only upon the unanimous consent of all of the members.



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ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company without the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all of the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by majority written consent.

ARTICLE IX. TERMINATION OF EXISTENCE

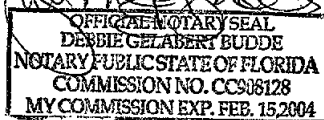
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there is at least one (1) remaining member.

ARTICLE X. MANAGEMENT

The Company shall be managed by Savita Kezerle, as manager. The manager may adopt Regulations for the management of the business and affairs of the Company. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. The name and address of the members of the Company, who shall serve until the first annual meeting of the members or until their successors are duly qualified and elected, are:

Mark Meyers Holdings, Inc., a Florida corporation
c/o Gregory A. Martin, Esq.
Adorno & Zeder, P.A.
2601 South Bayshore Drive, Suite 1600
Miami, Florida 33133

Savita Kezerle
c/o Gregory A. Martin, Esq.
Adorno & Zeder, P.A.
2601 South Bayshore Drive, Suite 1600
Miami, Florida 33133



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01 APR -3 AM 8:34
TALLAHASSEE, FLORIDA

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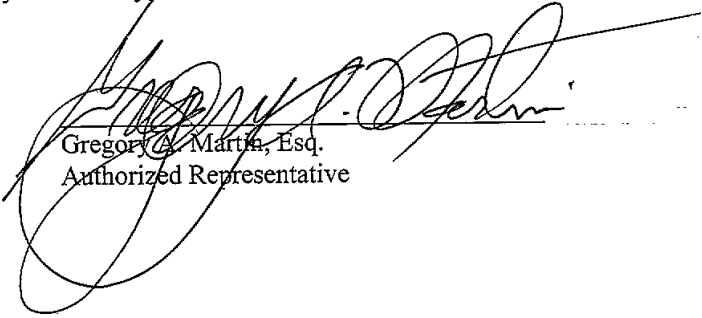
Mark Meyers
c/o Gregory A. Martin, Esq.
Adorno & Zeder, P.A.
2601 South Bayshore Drive, Suite 1600
Miami, Florida 33133

ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 21st day of February, 2001.

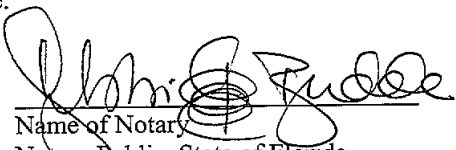
*see
26th day redated 26 Feb 2001*



Gregory A. Martin, Esq.
Authorized Representative

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)


The foregoing instrument was acknowledged before me this 21 day of February, 2001, by Gregory A. Martin, who is personally known to me.



Name of Notary
Notary Public, State of Florida
at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
DEBBIE GELABERT BUDDE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC906128
MY COMMISSION EXP. FEB. 15, 2004



OFFICIAL NOTARY SEAL
DEBBIE GELABERT BUDDE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC906128
MY COMMISSION EXP. FEB. 15, 2004

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NOTARY OF STATE
TALLAHASSEE, FLORIDA

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1/27*

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Organization of EMERALD KEY, L.L.C., as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

See 26 January 2001

GREGORY A. MARTIN, ESQ.
Registered Agent

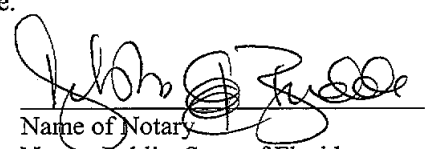
By: 
Gregory A. Martin

Dated: February 21, 2001

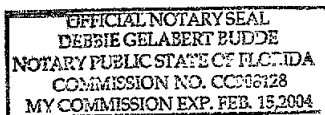
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

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01 APR -3 AM 8:34
TALLAHASSEE, FLORIDA

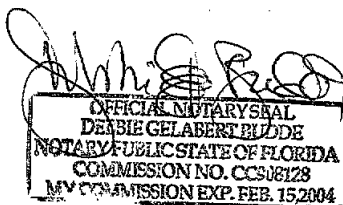
The foregoing instrument was acknowledged before me this 21 day of February, 2001, by Gregory A. Martin, who is personally known to me.


Name of Notary
Notary Public, State of Florida
at Large

My Commission Expires:



JTW/C.INCORP/344925/013733.0001



mm 3/26/01 Mm