

L01000003323

ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE  
SUITE 1600

MIAMI, FLORIDA 33133

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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

400003958284--2

-04/04/01--01027--001

\*\*\*1323.75 \*\*\*\*120.00

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 <sup>one</sup>~~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.

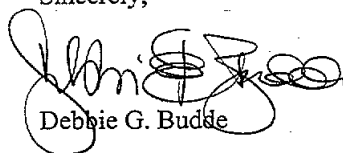
LLC's

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.

Sincerely,

  
Debbie G. Budde

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

FORT LAUDERDALE

BOCA RATON

**ARTICLES OF ORGANIZATION  
OF  
MARK MEYERS' RESIDENCE, 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 MARK MEYERS' RESIDENCE, 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**

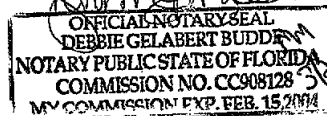
The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

**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.



31661  
**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**

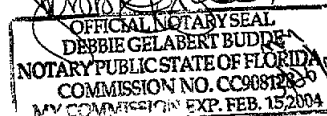
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all 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

Mark Meyers  
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

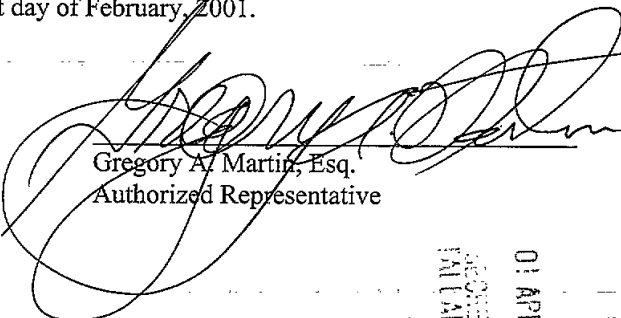
**ARTICLE XI. AMENDMENT**

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.

*Set  
Down*

*dated 26 March 2001*

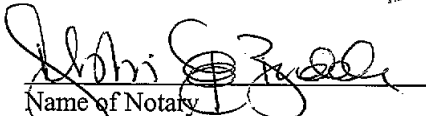


Gregory A. Martin, Esq.  
Authorized Representative

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

FILED  
01 APR -3 AM 8:34  
CLERK OF DISTRICT COURT  
MIAMI-DADE COUNTY, 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:

OFFICIAL NOTARY SEAL  
DEBBIE GELABERT BUDDE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC908128  
MY COMMISSION EXP. FEB. 15, 2004



OFFICIAL NOTARY SEAL  
DEBBIE GELABERT BUDDE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC908128  
MY COMMISSION EXP. FEB. 15, 2004

*26 Mar 2001*

# ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the entity named in the Articles of Organization of MARK MEYERS' RESIDENCE, 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.

GREGORY A. MARTIN, ESQ.  
Registered Agent

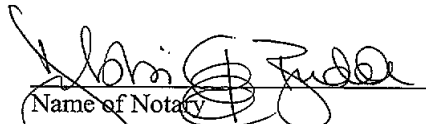
By:   
Gregory A. Martin

FILED  
01 APR -3 AM 8:34  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

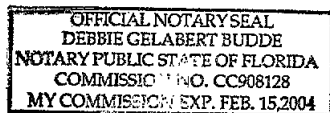
Dated: February 21, 2001

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:



JTW/C. INCORP/344639/013733.0001

