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00789-00611-01069  
May 8, 2001

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 E. GAINES STREET  
TALLAHASSEE, FL 32399

W01-9685

Re: Sunseeker TM Holdings, LLC

Dear Sir or Madam:

Enclosed please find one original and a photocopy of the Articles of Organization for the above-referenced limited liability company. Also enclosed is our Firm's check in the amount of \$125.00 in payment of the filing fee. Please file the original Articles and forward a stamped-in copy of same to me in the envelope provided.

Thank you for your assistance with this matter.

Very truly yours,

David F. Hanley

DAVID F. HANLEY

DFH:dh  
Enclosures  
cc:

FILED  
01 JUN 18 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 17, 2001

DAVID F. HANLEY  
BRINKLEY, MCNERNEY, MORGAN, SOLOMON & TA  
POST OFFICE BOX 522  
FORT LAUDERDALE, FL 33302-0522

SUBJECT: SUNSEEKER TM HOLDINGS, LLC  
Ref. Number: W01000011204

We have received your document for SUNSEEKER TM HOLDINGS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Registration/Qualification Section  
Division of Corporations Letter Number: 701A00030184

**ARTICLES OF ORGANIZATION  
OF  
SUNSEEKER TM HOLDINGS, LLC**

The undersigned, intending to form a limited liability company under the Florida Limited Liability Company Act, declares that the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I  
NAME**

This name of the limited liability company shall be Sunseeker TM Holdings, LLC.

**ARTICLE II  
ADDRESS**

The street address and mailing address of the principal office of this limited liability company shall be:

200 East Las Olas Boulevard, Suite #1900  
Fort Lauderdale, Florida 33301

**ARTICLE III  
DURATION**

The duration of this limited liability company shall be perpetual, unless dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name of this limited liability company's initial registered agent is W. Michael Brinkley, Esq., and the address of the initial registered office is 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301.

**ARTICLE V  
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

FILED  
01 JUN 18 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A member's interest in the limited liability company may not be sold or otherwise transferred without first obtaining the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining members shall have the right to continue the business if they unanimously consent to such continuation.

#### ARTICLE VI PURPOSES AND POWERS

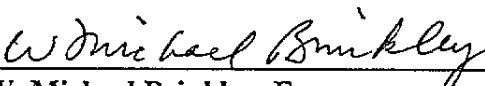
The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE VII MANAGEMENT

The limited liability company is to be managed by one or more managers, who may or may not be members. The initial manager of this Company shall be W. Michael Brinkley.

The undersigned, being the initial member of this limited liability company, hereby certifies that this instrument constitutes the Articles of Organization of Sunseeker TM Holdings, LLC.


Executed on this 7th day of May, 2001.

  
W. Michael Brinkley, Esq.  
Authorized Representative of a Member

The foregoing instrument was acknowledged before me this 7th day of May, 2001, by W. Michael Brinkley, Esq., who is personally known to me, and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



Vivian J. Fiacos  
MY COMMISSION # CC671711 EXPIRES  
November 14, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Vivian J. Fiacos  
Notary Public - State of Florida

[Notary Stamp]

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

STATE OF FLORIDA :  
: SS  
COUNTY OF BROWARD :

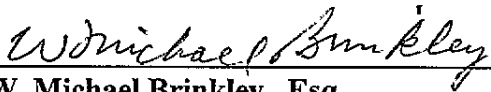
Pursuant to the provisions of Florida Statutes Sections 608.415 and 608.407(1)(d), Sunseeker TM Holdings, LLC, submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Sunseeker TM Holdings, LLC.

The name of the registered agent for Sunseeker TM Holdings, LLC is W. Michael Brinkley, Esq., and the street address of the office where the agent is located is 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301.

This statement is to acknowledge that, as indicated above, Sunseeker TM Holdings, LLC has appointed me, W. Michael Brinkley, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Dated this 8th day of June, 2001.

  
\_\_\_\_\_  
**W. Michael Brinkley, Esq.**  
Registered Agent

The foregoing instrument was acknowledged before me this 8th day of June, 2001, by W. Michael Brinkley, Esq., who is personally known to me, and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



Vivian J. Fiacos  
MY COMMISSION # CC671711 EXPIRES  
November 14, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_  
**Vivian J. Fiacos**  
Notary Public - State of Florida

[Notary Stamp]