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To:

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From:

**Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696**

LIMITED LIABILITY COMPANY

TERA HOLDINGS, L.L.C.

Certificate of Status	0
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ARTICLES OF ORGANIZATION

OF

TERA HOLDINGS, L.L.C.

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608 hereby state as follows:

ARTICLE I

The name of this Limited Liability Company shall be TERA HOLDINGS, L.L.C.

ARTICLE II

The existence of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida and the Company shall have a perpetual existence.

ARTICLE III

The purpose of which this Company is organized is to assist other persons and entities in the development, management and administration of country clubs or to act as total or partial owner of such entities, or such other business as the Members may agree.

ARTICLE IV

The initial place of business and mailing address of the Company shall be 162 Alcazar Avenue, Coral Gables, Florida 33134.

ARTICLE V

The Company's initial registered agent for service of process in the State of Florida shall be Jeffrey N. Marks, Esq. whose address is Marks and Associates, P.A., 2921 Stirling Road, Ft. Lauderdale, Florida 33312.

Prepared By:
Melissa K. Rashbaum, Esq.
3325 Griffin Road, Suite 298
Ft. Lauderdale, FL 33312
954-966-6434
Florida Bar Number 0059854

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ARTICLE VI

No member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof or upon the occurrence of any other event which terminates the continued membership of any member hereof, the remaining members shall have the right pursuant to Regulations adopted by said members to continue the existence of this Company.

ARTICLE VII

The management of this Company is reserved to the members. The ^{Managing} managing member is Jeffrey N. Marks whose address is Marks and Associates, P.A., 3325 Griffin Road, Suite 298, Ft. Lauderdale, Florida 33312.


IN WITNESS WHEREOF, the undersigned, being a member of the above named Company, for the purpose of forming a limited liability company to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Organization this 20th day of June, 2001.


Jeffrey N. Marks, member

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing Articles of Organization was acknowledged to me this 20th day of June, 2001, by Jeffrey N. Marks, who is personally known to me and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public, State of Florida

My Commission Expires:



Melissa Kay Rashbaum
Commission # DD 014958
Expires May 18, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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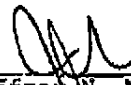
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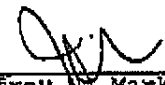
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.407 and Section 48.091, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, 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: TERA HOLDINGS, L.L.C.
2. The name and address of the registered agent and office is: Jeffrey N. Marks, Esq., Marks and Associates, P.A., 2921 Stirling Road, Ft. Lauderdale, Florida 33312.


Jeffrey N. Marks, Esq.,
Registered Agent 6/20/01

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.


Jeffrey N. Marks, Esq.,
Registered Agent 6/20/01

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