

LO1000011748
BRINKLEY, McNERNEY, MORGAN, SOLOMON & TATUM, LLP
ATTORNEYS AT LAW
SUITE 1900
NEW RIVER CENTER
200 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2209

W. MICHAEL BRINKLEY
KEVIN P. CROSBY **
KENNETH E. KEECHL
DONALD J. LUNNY, JR. °
MICHAEL J. McNERNEY +
PHILIP J. MORGAN *
HARRIS K. SOLOMON +
ROBERTA G. STANLEY +
THOMAS R. TATUM
STEPHEN L. ZIEGLER

TELEPHONE (954) 522-2200
FACSIMILE (954) 522-9123
e-mail: lawfirm@brinkleymcnerney.com

MAILING ADDRESS:
POST OFFICE BOX 522
FORT LAUDERDALE, FLORIDA 33302-0522

JOHN R. TATUM
(1926-1995)

SCOTT P. CHITOFF
LOUIS R. GIGLIOTTI
KENNETH A. GORDON
DAVID F. HANLEY
KENNETH J. JOYCE
JEFFREY S. KURTZ
JOHN N. LAMBROS
MARK A. LEVY
JULIETTE E. LIPPMAN
JONATHAN M. STREISFELD
VERONICA VILARCHAO

+ BOARD CERTIFIED BUSINESS LITIGATION LAWYER
* BOARD CERTIFIED REAL ESTATE LAWYER
++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER
** REGISTERED PATENT ATTORNEY
° BOARD CERTIFIED CITY, COUNTY &
LOCAL GOVERNMENT LAWYER

July 9, 2001

NJH

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

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-07/17/01--01024--002
****125.00 ****125.00

Re: Sunseeker TM Finance, 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 a check in the amount of \$125.00 in payment of the filing fee. Please file the original Articles and forward a certified 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: Mr. Robert Braithwaite (via facsimile)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SUNSEEKER TM FINANCE, 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 Finance, 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.

FILED
01 JUL 16 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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.

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 Finance, LLC.

Executed on this 29th day of June, 2001.

SUNSEEKER TM HOLDINGS, LLC,
as Sole Member

By: W. Michael Brinkley
W. Michael Brinkley
Manager

The foregoing instrument was acknowledged before me this 29th day of June, 2001, by W. Michael Brinkley, as Manager of Sunseeker TM Holdings, LLC, as Sole Member of Sunseeker TM Finance, LLC, who is personally known to me or who produced his Florida driver's license as identification, 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]

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

STATE OF FLORIDA :
: ss
COUNTY OF BROWARD :

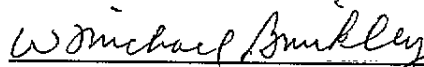
Pursuant to the provisions of Florida Statutes Sections 608.415 and 608.407(1)(d), Sunseeker TM Finance, LLC, submits the following statement in designating its registered office and registered agent in the State of Florida:

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

The name of the registered agent for Sunseeker TM Finance, 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 Finance, 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 29th day of June, 2001.




W. Michael Brinkley, Esq.

Registered Agent

The foregoing instrument was acknowledged before me this 29th 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.


Notary Public - State of Florida

[Notary Stamp]