



L0100 0012908

ACCOUNT NO. : 072100000032

REFERENCE : 367852 7273689

AUTHORIZATION :

COST LIMIT : \$ 160.00

Patricia Piggitt

ORDER DATE : August 2, 2001

ORDER TIME : 2:59 PM

ORDER NO. : 367852-010

CUSTOMER NO: 7273689

CUSTOMER: Mr. Cecil D'aguilar
Cecil D' Aguilar

4141 Nw 5th Street
Suite 100
Fort Lauderdale, FL 33317

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG -2 PM 3:35
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: BAHAMAS RESORT, L.L.C.

EFFECTIVE DATE:

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____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118
EXAMINER'S INITIALS:

JB
8-301

01 AUG -2 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION
BAHAMAS RESORT, L.L.C.

The undersigned member, desiring to form a BAHAMAS RESORT, L.L.C., under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is BAHAMAS RESORT, L.L.C. (the "Company")
2. **Duration.** This Limited company shall exist perpetually until dissolved in a manner provided by the law or as provided in the regulations adopted by the members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Cecil D'Aguilar; the street address of the initial registered agent of the Company is 4337 W. Sunrise Boulevard, Plantation, Florida 33313.
5. **Principal Office; Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is 4337 W. Sunrise Boulevard, Plantation, Florida 33313.
- 6.
7. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total initial capital of the Company. These percentages shall not vary as function of changes in their capital account balances.
8. **Operating Agreement; Member's Agreement.** At the time of executing these Articles of Organization, the members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with the law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member or members of this Company (as the case may be; if more than one member, by vote of the member or members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a member's agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.
9. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

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FLORIDA

10. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company unless authorized by vote of all the remaining members or otherwise as may be provided in any Members' Agreement.

11. **Certification Interest.** The member's membership interests in the Company may be evidenced by certificates.

The undersigned, as a member of the Company, executed these Articles of Organization effective as of the 31st day of July 2001.

By: Glendon Tellez
Glendon Tellez - Member / General Manager

Cecil D'Aguilar - Member

Paula S. D'Aguilar - Member

FROM :

FAX NO. :

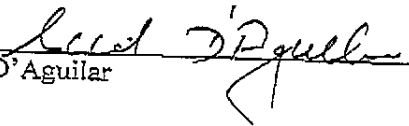
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BAHAMAS RESORT, L.L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Cecil D'Aguilar, having been named as registered agent and to accept service of the process for the above stated limited liability company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S.

Dated this 31st day of July, 2001


Cecil D'Aguilar

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TALLAHASSEE, FLORIDA