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LAZARUS CORPORATION

FAX:3052201440

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Florida Department of State

Division of Corporations

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From:

Account Name : LAZARUS CORPORATE FILING SERVICE, INC.

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LIMITED LIABILITY COMPANY

SOUTH BEACH BOAT CLUB, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
FOR LIMITED LIABILITY COMPANY

ARTICLE I

Name

The name of the Limited Liability Company is:

SOUTH BEACH BOAT CLUB, LLC

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 1220 21 Street, Miami Beach, Florida 33140.

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be for ninety nine (99) years.

ARTICLE IV

Management

The Limited Liability Company is to be a manager managed company. The managers' names, addresses and management ownership proportions are as follows:

Greg Love, 1220 21 Street, Miami Beach, Florida 33140

Peter Glint, 2625 Cedar Green, Minnetonka, Minnesota 55305

ARTICLE V

Admission of Additional Members

Members shall have the right to admit additional members according to the following terms and conditions: All members are required to vote on whether to admit any additional members. Members may conduct these matters telephonically, where a roll call will be taken for record keeping purposes. Each member's vote shall be weighted in proportion to the member's ownership percentage in accordance with Article IV or in accordance with any agreement by and between the members.

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ARTICLE VI
Members Rights to Continue Business


Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the member or his estate must proffer his interest to the other member(s) with an asking price as determined by the operating agreement. The remaining members will then have the right to either (i) accept the asking price and purchase the outgoing member (s) interest, or (ii) proffer their own interest to the outgoing member for the same price, prorated based on their ownership percentage(s) at the time of the occurrence.

ARTICLE VII
REGISTERED AGENT

The name and street address of the initial registered agent of the LLC is:

Jorge H. Ramos, P.A.
2250 SW 3rd Avenue, 5th Floor
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization this 19 October 2001.


Greg Love

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

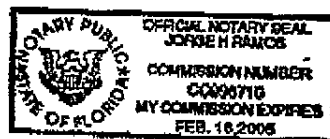
BEFORE ME, the undersigned authority, personally appeared Greg Love, to me personally known to be the person described in and who subscribed to the above Articles of Organization, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this 19 October 2001.


NOTARY PUBLIC,
State of Florida

My Commission Expires:

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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:

SOUTH BEACH BOAT CLUB, LLC
2. The name and address of the registered agent and office is:

Jorge H. Ramos, P.A.
2250 SW 3rd Avenue, 5th Floor
Miami, Florida 33129

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 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.

Jorge H. Ramos, P.A.

By:

Jorge H. Ramos

Corporation/ South Beach Boat Club, LLC.

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