

# 602000000691

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January 3, 2002

## Via Federal Express

Florida Department of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: JJ Ocean Club LLC

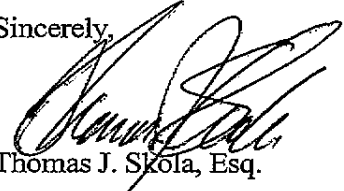
Dear Sirs:

Enclosed are the Articles of Organization for JJ Ocean Club LLC and a check  
the amount of \$155.00 in payment of the following:

\$100.00 - Filing Fee for New Florida LLC  
\$25.00 - Registered Agent Fee;  
\$30.00 - Certified Copy of Articles of Organization  
\$155.00

Your prompt return of the certified copy of the Articles of Organization to my  
attention at the above address will be appreciated.

Sincerely,

  
Thomas J. Skola, Esq.

TJS/dj  
Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Organization  
for  
JJ OCEAN CLUB LLC**

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "JJ Ocean Club LLC" ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

5201 Blue Lagoon Drive, Suite 100  
Miami, Florida 33126-2065

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

Thomas J. Skola, Esq.  
Becker & Poliakoff, P.A.  
5201 Blue Lagoon Drive, Suite 100  
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100  
Miami, FL 33126-2065

6. **Capitalization.** The capital contributions of its members have a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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- 10. Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

Gerardo Minguez Jerez  
c/o Becker & Poliakoff, P.A.  
Suite 100  
5201 Blue Lagoon Drive  
Miami, Florida 33126-2065

- 11. Initial Members.** The name and address of the initial members of the Company are as follows:

- A. New Chic Corporation  
c/o The Private Trust Corporation Limited  
Charlotte House, P.O. Box N65  
Nassau Bahamas
- B. Juan Monino  
630 Carrington Drive  
Weston, FL 33326

Dated this 3<sup>rd</sup> day of January, 2002

Thomas J. Skola  
as the authorized Representative  
of New Chic Corporation

State of Florida )  
 ) ss  
County of Miami-Dade )

The foregoing Articles of Organization were acknowledged before me this 3<sup>rd</sup> day of January, 2002, by Thomas J. Skola, as the authorized representative of New Chic Corporation, who is personally known, as identification.

Notary Public

My Con



Name of Notary: LUISA E. KAMPS

### Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 608, F.S.

Thomas J. Skola, as Registered Agent

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