

L02000000801

CORPORATE ACCESS, INC.
230 South ... Florida 33001
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN
PICK UP 1/9/02 *Handwritten signature*

CERTIFIED COPY _____ CUS _____

☒ PHOTO COPY _____ ☒ FILING LLC

1.) New Jersey Shores Properties, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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****125.00 ****125.00

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

WDZ-678

SPECIAL INSTRUCTIONS _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
W1/11

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 9, 2002

CORPORATE ACCESS, INC.

SUBJECT: NEW JERSEY SHORES PROPERTIES, LLC
Ref. Number: W02000000678

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02 JAN 10 AM 8:28

We have received your document for NEW JERSEY SHORES PROPERTIES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following:

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 802A00001215

02 JAN 10 AM 10:00

Corrected
Thanks
Gina

ARTICLES OF ORGANIZATION
of
NEW JERSEY SHORES PROPERTIES, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be NEW JERSEY SHORES PROPERTIES, LLC and its principal office and mailing address shall be 400 Parque Drive, Ormond Beach, County of Volusia, State of Florida, 32174, but it shall have the power and authority to establish branch offices at any other place or places as provided in the Regulations.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III MANAGEMENT

Management of this limited liability company is reserved to its members as described in the Regulations. The names and addresses of the members are as follows:

Alain Myara
1131 Belair Drive
Daytona Beach, Florida 32118

Simon Myara
1131 Belair Drive
Daytona Beach, Florida 32118

Marc Azoulay
4975 Lake Road
Dollard-Des-Ormeaux
Montreal, QB H9G1G9

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**ARTICLE IV
ADMISSION OF ADDITIONAL MEMBERS**

**ARTICLE V
MEMBERS' RIGHTS TO CONTINUE BUSINESS**

As set forth in the Regulations, 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 the limited liability company, the remaining members shall have the right to continue the business.

**ARTICLE VI
DURATION**

The period of duration of the limited liability company shall be perpetual or as provided in the Regulations adopted by the members.

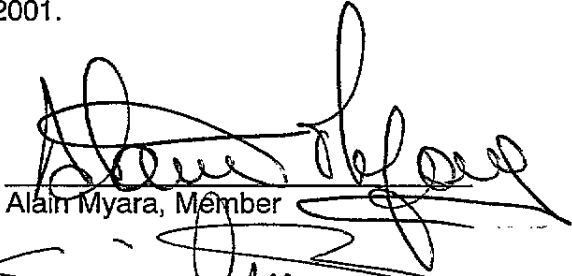
**ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 1413 Trovillion Avenue, City of Winter Park, County of Orange, State of Florida, and the name of the company's initial registered agent at that address is Charles R. Harrison, Esquire.

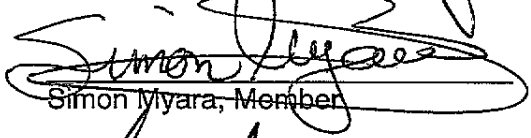
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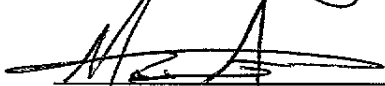
IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 29th day of October, 2001.



Alain Myara, Member



Simon Myara, Member



Mark Azoulay, Member

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REGISTERED AGENT CERTIFICATE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Statutes, the limited liability company identified below 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 NEW JERSEY SHORES PROPERTIES, LLC.

The name of the registered agent for NEW JERSEY SHORES PROPERTIES, LLC is Charles R. Harrison, Esquire and the street address of the registered agent's office is 1413 Trovillion Avenue, Winter Park, Florida 32879.

This statement is to acknowledge that, as stated above, NEW JERSEY SHORES PROPERTIES, LLC appointed me, Charles R. Harrison, Esquire, 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: _____

1/8/02

Charles R. Harrison
Charles R. Harrison, Esquire

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