

BRINKLEY, MCNERNEY, MORGAN, SOLOMON & TATUM, LLP

LO2000027608

SUN-SENTINEL BUILDING
200 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FLORIDA 33301-2209

W. MICHAEL BRINKLEY
WILLIAM T. COLEMAN[†]
KEVIN P. CROSBY^{**}
DAVID F. HANLEY
KENNETH J. JOYCE
KENNETH E. KEECHL
DONALD J. LUNNY, JR.^{*}
MICHAEL J. MCNERNEY⁺
PHILIP J. MORGAN^{*}
DANIEL P. J. O'CONNOR
HARRIS K. SOLOMON⁺
ROBERTA G. STANLEY⁺⁺
THOMAS R. TATUM

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

MAILING ADDRESS:
POST OFFICE BOX 522
FORT LAUDERDALE, FLORIDA 33302-2248

JOHN R. TATUM
(1926-1995)

SCOTT P. CHITOFF
EARL F. FECHTER
LOUIS R. GIGLIOTTI
KENNETH A. GORDON
JEFFREY S. KURTZ
JOHN N. LAMBROS
MARK A. LEVY
JULIETTE E. LIPPMAN
JONATHAN M. STREISFELD

⁺ 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
[†] BOARD CERTIFIED TAX LAWYER

October 16, 2002

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

200008426562--6
-10/17/02--01055--009
****125.00 ****125.00

Re: Sunseeker Florida, LLC

Dear Sir or Madam:

Please find enclosed an 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 mail a "stamped-in" 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

G:\WPFILES\clients\Sunseeker Florida, LLC\Corresp\FIDeptSt-ArtOrganiz-ltr.wpd

FILED
02 OCT 17 10 39 AM
TALLAHASSEE, FLORIDA

LO2-27608
OK

**ARTICLES OF ORGANIZATION
OF
SUNSEEKER FLORIDA, 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 Florida, 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.

**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.

02 OCT 17 PM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

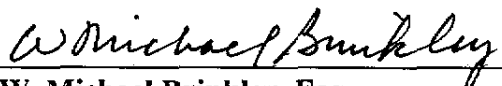
The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII MANAGEMENT

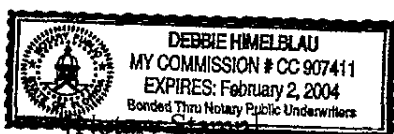
The limited liability company is to be managed by one or more managers, who may or may not be members.

The undersigned, being an authorized representative of a member of this limited liability company, hereby certifies that this instrument constitutes the Articles of Organization of Sunseeker Florida, LLC.

Executed on this 16th day of October, 2002.


W. Michael Brinkley, Esq.
Authorized Representative of a Member

The foregoing instrument was acknowledged before me this 16th day of October, 2002, 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.




Debbie Himelblau
Notary Public - State of Florida

02 OCT 2002 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

STATE OF FLORIDA :
: SS
COUNTY OF BROWARD :

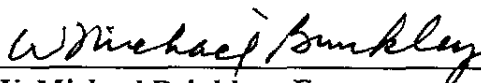
Pursuant to the provisions of Florida Statutes Sections 608.415 and 608.407(1)(d), Sunseeker Florida, LLC, submits the following statement in designating its registered office and registered agent in the State of Florida:

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

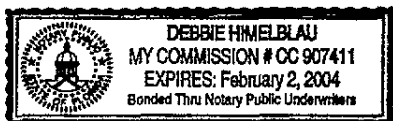
The name of the registered agent for Sunseeker Florida, LLC is W. Michael Brinkley, Esq., and the street address of the office where the agent is located is 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301.

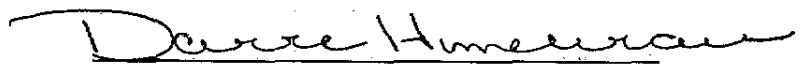
This statement is to acknowledge that, as indicated above, Sunseeker Florida, LLC has appointed me, W. Michael Brinkley, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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 16th day of October, 2002.


W. Michael Brinkley, Esq.
Registered Agent

The foregoing instrument was acknowledged before me this 16th day of October, 2002, 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.




Debbie Himelblau
Notary Public - State of Florida

[Notary Stamp]