

SC 020000 27957

ACCOUNT NO. : 072100000032

REFERENCE : 790286 4311473

AUTHORIZATION

COST LIMIT : \$ 160.00

Patricia Pigeto

ORDER DATE : October 21, 2002

ORDER TIME : 3:57 PM

ORDER NO. : 790286-020

CUSTOMER NO: 4311473

CUSTOMER: Jackie Gerstenfeld, Paralegal
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.a.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

RECEIVED
02 OCT 21 PM 4:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: KEY LARGO BAY BEACH, LLC

EFFECTIVE DATE:

600008500856--7

 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: Unassigned - EXT. 1147
Norma Parramore EXAMINER'S INITIALS:

FILED
02 OCT 21 PM 1:08
TALLAHASSEE, FLORIDA

10/22 not

ARTICLES OF ORGANIZATION
OF
KEY LARGO BAY BEACH, LLC

FILED
02 OCT 21 PM 1:10
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company is KEY LARGO BAY BEACH, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 23 645 East Dania Beach Boulevard, Dania Beach, Florida 33004.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

Name

Address

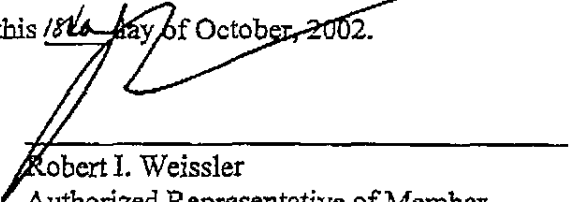
Ace J. Blackburn, Jr.

Cooney Mattson, et al
2312 Wilton Drive
Fort Lauderdale, Florida 33305

ARTICLE V
MANAGEMENT

The Company is to be a manager managed limited liability company managed by a management committee.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 18th day of October, 2002.



Robert I. Weissler
Authorized Representative of Member

02 OCT 21 PM 1:10

FBI

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

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is Key Largo Bay Beach, LLC
2. The name and street address of the registered agent and office are:

Ace J. Blackburn, Jr.
Cooney Mattson, et al
2312 Wilton Drive
Fort Lauderdale, Florida 33305

Dated: October 18, 2002

Robert I. Weissler
Authorized Representative of Members

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: October ____, 2002

Ace J. Blackburn, Jr., Registered Agent

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Dated: October 18, 2002

Ace J. Blackburn, Jr., Registered Agent