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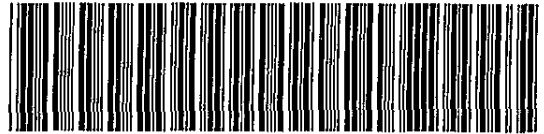
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* ALSO MEMBER OF COLORADO & ILLINOIS BARS

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TALLAHASSEE, FLORIDA

IN CANTON,
BELDEN VILLAGE TOWER
4450 BELDEN VILLAGE STREET, NW
CANTON, OHIO 44705-2508
(330) 933-9242

IN COLUMBUS,
8800 LYRA DRIVE, SUITE 220
COLUMBUS, OHIO 43240
(614) 498-7331

IN LEXINGTON,
SPRING PARK PLAZA
611 BROAD STREET
LEXINGTON, OHIO 44038-5531
(440) 934-0070

IN LORAIN,
4481 OBERLIN AVENUE
SUITE 102
LORAIN, OHIO 44052
(440) 980-2526

IN MENTOR,
7784 REYNOLDS ROAD
MENTOR, OHIO 44060-5321
(440) 946-0101

IN FLORIDA:
COURTYARD TOWERS
1141 SWALLOW AVENUE - PH
MARCO ISLAND, FL 34145
(238) 642-0252
(888) 256-8454

February 21, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

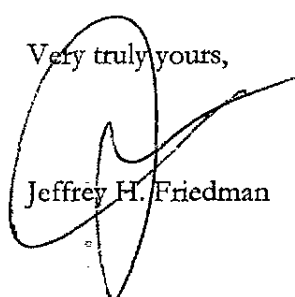
RE: Beach Club 3, LLC

Dear Sir/Madam:

Enclosed please find the Articles of Organization for Beach Club 3, LLC and filing fee of \$155.00.

If you have any questions or need any additional documentation, please contact the undersigned at the telephone number listed on this letterhead.

Very truly yours,


Jeffrey H. Friedman

JHF:lkf
Enclosure

**ARTICLES OF ORGANIZATION
OF
BEACH CLUB 3, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE 1: NAME

The name of the limited liability company shall be ***BEACH CLUB 3, LLC***.

ARTICLE 2: ADDRESS

The address of the principal office is ***1111 Swallow - #402, Marco Island, FL 34145***.

ARTICLE 3: REGISTERED AGENT

The name and address of the resident agent is ***Martha Schneider, 1111 Swallow - #402, Marco Island, FL 34145***.

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 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.


Martha Schneider, Registered Agent

ARTICLE 4: PURPOSE

The company may engage in any lawful business.

ARTICLE 5: MANAGEMENT

The company shall be managed by one manager whose name and address is ***Martha Schneider, 1111 Swallow - #402, Marco Island, FL 34145***.

ARTICLE 6: DURATION

The company's existence shall be perpetual.

ARTICLE 7: POWERS

The company shall have all the powers authorized by law or statute.

ARTICLE 8: MEMBER LIABILITY

Members shall not be personally liable for the debts, obligations, or liabilities of the company.

ARTICLE 9: ADDITIONAL MEMBERS

The company may admit additional members at any time and in any manner by the unanimous written consent of the members.

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ARTICLE 10: AMENDMENT

The power to amend, alter or repeal these articles of organization shall be vested in the members. The articles of organization may be amended at any time and in any manner by the unanimous written consent of the members.

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ARTICLE 11: CERTIFICATES

The company has the authority and shall issue Certificates of Membership to each member evidencing that member's interest in the company. Certificates of Membership shall be signed by the manager of the company.

IN WITNESS WHEREOF, the undersigned, being members or the authorized representatives of members of the limited liability company have executed these Articles of Organization this 31 day of January, 2003.

Kimberly Finmons
Kimberly Finmons
Kimberly Finmons

JEFFREY H. FRIEDMAN

MARTHA SCHNEIDER
MARTHA SCHNEIDER

EDWARD SCHNEIDER
EDWARD SCHNEIDER
A.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).