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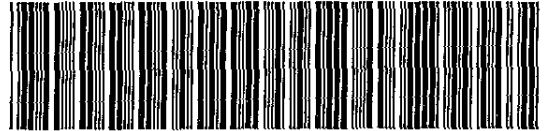
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W03-34465  
J. BRYAN NOV 18 2003

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Maynard Abrams  
1916-1992

Mitchell D. Adler  
Laurence I. Blair x □  
Milton S. Blaut x  
Alan B. Cohn x □  
Maurice M. Garcia  
Gene K. Glasser x □  
William S. Kramer x  
Leonard Robbins  
Danielle L. Rosen

Paul B. Anton  
1927-1981

Kenneth A. Rubin  
Reuben M. Schneider  
x  
Peter R. Siegel  
Marc Jay Tannen  
Jack F. Weins  
David Weisman x

Of Counsel  
Stanley D. Gottsegen x

One Boca Place • Suite 411E  
2255 Glades Road  
Boca Raton, Florida 33431-7383

(561) 994-2212  
(561) 994-2772  
FAX: (561) 997-8494  
www.abramstanton.com

2021 Tyler Street  
Post Office Box 229010  
Hollywood, Florida 33022-9010

HOLLYWOOD  
(954) 921-5500  
FAX: (954) 925-7013  
North Broward: (954) 428-9800  
Miami: (305) 940-8440  
Palm Beaches: (561) 833-4710

--- November 12, 2003

Reply To: Boca Raton

File No.: KAPM4-0003

☆ Board Certified Tax Lawyer  
□ Board Certified Estate Planning  
and Probate Lawyer  
x Board Certified Real Estate Lawyer

‡ Member of D.C. Bar  
x Member of N.Y. Bar  
x Member of Ohio Bar

**VIA FEDERAL EXPRESS**

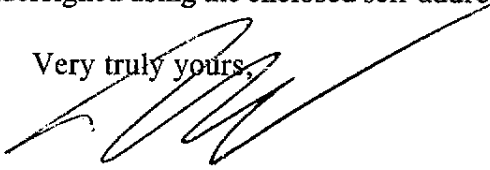
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: **Amended Articles of Organization/Carlton Club Communities of  
Boynton Beach, LLC**

Dear Sir/Madam:

Enclosed is an original and one copy of the Amended Articles of Organization of the referenced limited liability company and a check in the amount of \$50.00 representing the filing fee, registered agent designation fee and the cost for obtaining a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Very truly yours,



William S. Kramer

WSK/jkw

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Enclosures

cc: **Carlton Club Communities of Boynton Beach, LLC**

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 18, 2003

WILLIAM S. KRAMER  
ABRAMS ANTON P.A.  
2255 GLADES ROAD, STE. 411E  
BOCA RATON, FL 33431-7383

SUBJECT: CARLTON CLUB COMMUNITIES OF BOYNTON BEACH, LLC  
Ref. Number: W03000034465

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TALLAHASSEE, FLORIDA

We have received your document for CARLTON CLUB COMMUNITIES OF BOYNTON BEACH, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show no entity by this name.

We show no entity by that name and the document number given. If you decide what the correct entity name and document number is please correct your document accordingly.,

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 303A00062610

law offices  
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Milton S. Blaut x  
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Palm Beaches: (561) 833-4710

November 24, 2003

☆ Board Certified Tax Lawyer  
□ Board Certified Estate Planning  
and Probate Lawyer  
o Board Certified Real Estate Lawyer

‡ Member of D.C. Bar  
x Member of N.Y. Bar  
¶ Member of Ohio Bar

Reply To: Boca Raton

File No. KAPM4-0003

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Joey Bryan

**Re: Amended Articles of Organization/Carlton Club Communities of  
Boynton Beach, LLC**

Dear Sir/Madam:

Pursuant to your telephone conversation with my secretary, Julie, on Friday, enclosed is a revised original and one copy of the Amended Articles of Organization of the referenced limited liability company. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Very truly yours,

  
William S. Kramer

WSK/jkw

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Enclosures

cc: Carlton Club Communities of Boynton Beach, LLC

AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
CLUB #1, LLC

The undersigned initial member of CLUB #1, LLC, a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, if any, hereby files its Amended and Restated Articles of Organization. The original date of filing of the Articles of Organization was February 25, 2003 under Document Number L030000007190. The original name of the Company was Club #1, LLC and is hereby changed to CARLTON CLUB COMMUNITIES OF BOYNTON BEACH, LLC.

ARTICLE I. COMPANY NAME

The name of this Company is:

CARLTON CLUB COMMUNITIES OF BOYNTON BEACH, LLC

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

CARLTON CLUB COMMUNITIES OF BOYNTON BEACH, LLC  
c/o Morris Kaplan  
433 River Road  
Highland Park, NJ 08904

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

CARLTON CLUB COMMUNITIES OF BOYNTON BEACH, LLC  
c/o Morris Kaplan  
433 River Road  
Highland Park, NJ 08904

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c/o Morris Kaplan  
433 River Road  
Highland Park, NJ 08904

**ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The name and the street address of the registered agent of this Company in the State of Florida shall be:

William S. Kramer  
c/o Abrams Anton P.A.  
2255 Glades Road, Suite 411-E  
Boca Raton, FL 33431

**ARTICLE V. DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed, and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of its members or pursuant to Article IX of these Articles of Organization.

**ARTICLE VI. MANAGEMENT**

The Company is to be managed by its managing members. The name and address of the initial managing member is set forth below. The initial managing member shall serve as manager until the first annual meeting of members or until their successors are elected and qualify.

Morris Kaplan  
433 River Road

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Highland Park, NJ 08904

**ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the members holding a majority in interest of membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company

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(excluding the membership interests sought to be transferred of the member seeking to transfer all or part of his interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the operating agreement, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the operating agreement of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/  
DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be dissolved unless the members elect to continue the Company, either upon the affirmative vote of a majority in interest of the members of the

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Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

**ARTICLE XII. REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any

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provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 10th day of November, 2003 and are being filed in accordance with Section 608.411 of the Act.

INITIAL MEMBER:



MORRIS KAPLAN

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TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

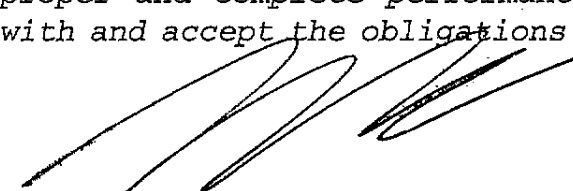
1. The name of the limited liability company is:

**CARLTON CLUB COMMUNITIES OF BOYNTON BEACH, LLC**

2. The name and address of the registered agent and office is:

William S. Kramer  
c/o Abrams Anton P.A.  
2255 Glades Road, Suite 411-E  
Boca Raton, FL 33431

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.

  
\_\_\_\_\_  
William S. Kramer

Date: 11/10, 2003.

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