

08/14/06 14:09

18055036944 2006-08-14

Pg 003

Division of Corporations

Page 1 of 1

L06000080239

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000201142 3)))



H060002011423ABCG

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : ADORNO & YOSS, PA
Account Number : 072100000120
Phone : (305)860-7098
Fax Number : (305)460-1422

Please see previous page

06 AUG 10 AM 9:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

New Dawn Daytona Investors, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$160.00 |

RECEIVED

06 AUG 14 PM 2:19

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

FAX

To:
Fax: 18502050383

Date: Mon, 14 Aug 2006 14:08:24 -
0400

From: Margee Ryder

of Pages: 5

Ref #: 212647.0026

Comments:

Ladies and Gentlemen,

Attached hereto for filing with the Florida Secretary of State are the Articles of Organization of New Dawn Daytona Investors, LLC. Please note that these Articles were originally faxed to you for filing on Thursday, August 10, 2006 at 12:40 PM, as evidenced by the attached fax confirmation sheet. Thank you.

Margee Ryder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 AUG 10 AM 9:53

Adorno & Yoss LLP
2525 Ponce de Leon Boulevard
Suite 400
Miami, Florida 33134

(305) 460-1000

All the pages which constitute this facsimile transmission contain information which is confidential and covered by attorney-client privilege. The information is intended solely for the use of the person to whom it is addressed or directed. If the reader of this notice is not listed above, or if the reader is not an employee or agent responsible for delivering the facsimile transmission to the addressee, then you are hereby notified that any dissemination, distribution or reproduction of any or all of these pages is strictly prohibited. If you have received this facsimile transmission in error please notify us immediately by telephone collect at (305) 460-1000 and return the original facsimile transmission to us at Adorno & Yoss LLP 2525 Ponce de Leon Blvd. Suite 400, Miami, Florida 33134 via the U. S. Postal Service. We will reimburse you for the postage. Thank you.

From: <confirmations@ipfax.venali.net>
To: <cm@adomo.com>
Date: 8/10/2006 12:40:09 PM
Subject: Re: 212647.0026

Dear Customer:

Please keep the information below regarding your fax to 18502050383

Fax: 18502050383
Recipient: Division of Corporations
Subject: 212647.0026
Speed: 14400
Description: Successful
Pages: 4
Country: United States
Code: 0
Fax ID: d4613858e27142f3b64687547e053c43

Thank you for using Venali Internet Fax service.

Venali, Inc.
Innovative eMessaging Solutions
<http://www.venali.com>

THIS EMAIL ADDRESS IS NON-RETURNABLE AND WILL NOT ACCOMMODATE REPLIES

Please see attached Articles for filing.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 AUG 10 AM 9:53

ARTICLES OF ORGANIZATION**OF****NEW DAWN DAYTONA INVESTORS, LLC,
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida set forth the following:

ARTICLE I: NAME

The name of the limited liability company is New Dawn Daytona Investors, LLC, a Florida limited liability company (the "Company").

ARTICLE II: ADDRESS OF PLACE OF BUSINESS

The principal place of business for the Company will be 2601 South Bayshore Drive Suite 200, Miami, Florida 33133.

ARTICLE III: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Neil S. Rollnick, Esq. The address of the initial registered agent is 2525 Ponce de Leon Boulevard, Suite 400, Miami, Florida 33134-6012.

ARTICLE IV: MANAGEMENT

The management of the Company is reserved to members, or officers of the members, that will be referred to as managing members and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles. The initial managing members shall be New Dawn Holdings, LLC and Key Real Estate Development, Corp.

FILED STATE
SECRETARY OF CORPORATIONS
06 AUG 10 AM 9:53

These Articles of Organization have been executed on the date set forth under the name of the authorized representative of the managing member of the Company. In accordance with the terms of §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.



Neil S. Rollnick
Authorized Representative

Date: August 10, 2006

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of New Dawn Daytona Investors, LLC, a Florida limited liability company, the undersigned accepts such an appointment, agrees to act in such capacity, accepts the obligations proposed by Florida Statutes §608.415 and is herewith simultaneously designated as registered agent.

Executed this 10th day of August, 2006



Neil S. Rollnick, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 AUG 10 AM 9:53