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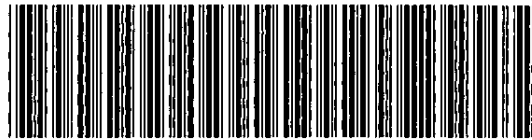
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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: HARBOR BEACH INNS, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian R French

(Name of Person)

Law Office of Dean J Trantalis

(Firm/Company)

2255 Wilton Drive

(Address)

Wilton Manors, FL 33305

(City/State and Zip Code)

For further information concerning this matter, please call:

Brian R French

(Name of Person)

at ( 954 ) 566-2226

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

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

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION  
OF  
HARBOR BEACH INNS, LLC**

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THE UNDERSIGNED, as the initial members of HARBOR BEACH INNS, LLC, a Florida limited liability corporation formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I  
COMPANY NAME**

The name of this Company is: HARBOR BEACH INNS, LLC

**ARTICLE II  
COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III  
MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

c/o The Law Office of Dean Trantalis  
2255 Wilton Drive  
Wilton Manors, FL 33305

**ARTICLE IV  
STREET ADDRESS OF COMPANY**

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

1147 Sea Breeze Avenue  
Fort Lauderdale, FL 33316

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**ARTICLE V**  
**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

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

DEAN J. TRANTALIS, ESQ.  
2255 Wilton Dr.  
Wilton Manors, FL 33305

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the majority of the managers of the Company. Any new member which is approved by the managers 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 managers, and upon such member's agreement to comply with these Articles of Organization, the Operating agreement and such other documents, statutes, rules, regulations, or guidelines as the managers from time to time determine in their sole discretion.

**ARTICLE VII**  
**RIGHT OF ASSIGNEE TO BECOME A MEMBER**

Except as may be otherwise provided in the Operating Agreement, 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, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the company, upon the affirmation vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

**ARTICLE VIII**  
**DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership

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of a member in the Company, the Company shall remain in existence unless dissolved by the remaining members of the Company, at a duly called meeting for such purpose.

## **ARTICLE IX** **MANAGERS**

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

Initial Manager/Member: DENNIS KLIMA  
811 Solar Isle  
Fort Lauderdale, FL 33301

ALMAX INVESTMENTS OF ILLINOIS, LLC  
440 S. LaSalle Street  
Chicago, IL 60605

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## **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 Operating Agreement then in existence.

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

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

## **ARTICLE XII** **AMENDMENT OF OPERATING AGREEMENT**

Pursuant to Section 608.423 (1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided however any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be

amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

**IN WITNESS WHEREOF**, the undersigned as the initial members of the Company have executed the foregoing Articles of Organization as of this \_\_\_\_ day of November, 2007.

**INITIAL MEMBER:**



DENNIS KLIMA  
Managing Member



ALFRED THOMAS  
ALMAX INVESTMENTS OF ILLINOIS, LLC  
Managing Member

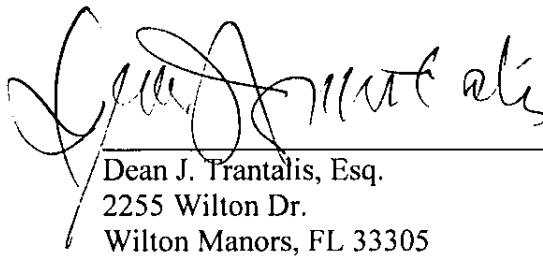
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**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.607 of the Florida  
Limited Liability Company Act:

Having been appointed as registered agent of HARBOR BEACH  
INNS, LLC, a Florida limited liability company in its Articles of Organization, at  
the place designated in such Articles of Organization, the undersigned hereby  
agrees to act in this capacity and affirms that he is familiar with, and accepts the  
obligations of such position.

Dated this 9<sup>th</sup> day of November, 2007.

  
\_\_\_\_\_  
Dean J. Trantalis, Esq.  
2255 Wilton Dr.  
Wilton Manors, FL 33305

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