

L95000000071

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RONALD M. BARRON
(1045-1024)

VIA FEDERAL EXPRESS

January 19, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
JAN 20 1995
FEDERAL EXPRESS

Re: Bayshore Developers II, L.C.
Our File No. 40430001

1/19/95

Dear Sir or Miss:

Enclosed please find an original and one of the Articles of Organization for the Florida limited liability company BAYSHORE DEVELOPERS II, L.C., together with the Affidavit of one of the Members and our client's check payable to the Secretary of State in the sum of \$337.50 for filing same. Please be kind enough to file the Articles of Organization at your earliest opportunity and return the copy stamped as to the date of filing, with the Secretary of State's Certificate, in the enclosed prepaid, return Federal Express mailer.

Should you have any question regarding this matter, please do not hesitate to call the undersigned.

Very truly yours,

KATZ, BARRON, SQUITERO & FAUST, P.A.

Sue Zimmerman
Sue Zimmerman, Paralegal

/sjz
enclosures

cc: William D. Rohrer, Esquire

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FILED
JAN 20 PM 12:30
Tallahassee, Florida

ARTICLES OF ORGANIZATION
OF
BAYSHORE DEVELOPERS II, L.C.

FILED
1995 JAN 20 PM 12:30
FALLANDER, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

The name of the limited liability company is BAYSHORE DEVELOPERS II, L.C.

ARTICLE II

DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

ADDRESS

The mailing and street address of the principal office of the limited liability company is 3701 Galt Ocean Drive, Fort Lauderdale, Florida 33308.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 3701 Galt Ocean Drive, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this company at that address is RANDALL KELLA.

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VII

MANAGEMENT OF COMPANY

Management of the company is reserved to the Members. The name and address of the Managerial Member is:

RANDALL KELLA

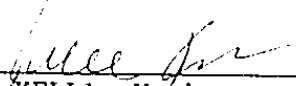
3701 Galt Ocean Drive
Ft. Lauderdale, Florida 33308

ARTICLE VIII

TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this company may only be transferred or assigned if all of the remaining Members of this company approve of such transfer or assignment by unanimous written consent. Otherwise, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the company or to become a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that Member otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 18th day of January, 1995.



RANDALL KELLA, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 10th day of January, 1995.

By: _____

RANDALL KELLA

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FILED
1995 JAN 20 PM 12:30
TALLAHASSEE, FLORIDA

FILED

1995 JAN 20 PM 12:30

TALLAHASSEE, FLORIDA

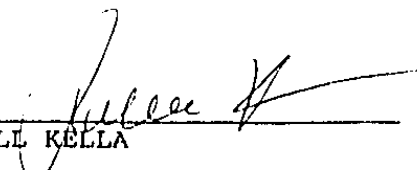
AFFIDAVIT UNDER
FLORIDA STATUTES §608.402(2)

STATE OF FLORIDA)
COUNTY OF BROWARD)

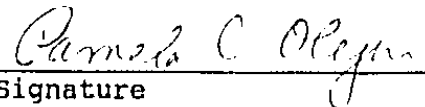
Before the undersigned authority, personally appeared RANDALL KELLA, who, on oath says:

1. Affiant is a member of BAYSHORE DEVELOPERS II, L.C.
2. That BAYSHORE DEVELOPERS II, L.C. has at least two members.
3. The amount of cash and description and agreed value of the property other than cash contributed by the members is \$131,000.00 all cash.
4. The amount anticipated to be contributed by the members is \$131,000.00.

FURTHER AFFIANT SAYETH NAUGHT.


RANDALL KELLA

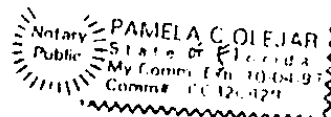
Sworn to and subscribed before me this 13th day of January, 1995, by RANDALL KELLA, who is personally known to me or who has produced _____ as identification.


Signature

Pamela C. Olejar
Print Name

NOTARY PUBLIC STATE OF FLORIDA
Commission Expiration and
Serial Number:

CC 320323 10/04/97



FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

1996 APR -4 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996			FLORIDA DEPARTMENT OF STATE Sandra H. Mathiam Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Linko Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # L95000000071

BAYSHORE DEVELOPERS II, L.C.
3701 GALT OCEAN DRIVE
FT. LAUDERDALE FL 33308

1a. Principal Place of Business Address
3701 GALT OCEAN DRIVE
FT. LAUDERDALE FL 33308

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business SAME		2a. Mailing Address		3. Date Organized or Qualified 01/20/1995	3a. State of Formation FL
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FET Number 65-0588395	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
City & State		City & State		5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$175 Additional Fee Required
Zip	Country	Zip	Country		

7. Name and Address of Current Registered Agent KELLA, RANDALL 3701 GALT OCEAN DRIVE FT. LAUDERDALE FL 33308		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
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9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGMR.	KELLA, RANDALL	3701 GALT OCEAN DRIVE	FT. LAUDERDALE FL

200001775293
-04/10/96--01044--013
***238.75 ***238.75

4/1/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k) Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. That I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608 Florida Statutes, and that my name appears in Block 10 or on an attachment with an address.

SIGNATURE: Randall Kella 4/1/96 (954) 561-9305