

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

L95000000-76

FILED

95 JAN 26 PM 3:22

SECRETARY
TALLAHASSEE, FL

csc networks

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32304

ACCOUNT NO. : 0721000000032

REFERENCE : 530675 82494A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

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ORDER DATE : January 26, 1995

ORDER TIME : 9:32 AM

ORDER NO. : 530675

CUSTOMER NO: 82494A

CUSTOMER: Michelle Difilippi, Legal Asst
POPHAM & HAIR

Suite 4000
100 S.e. 2nd Street
Miami, FL 33131

*Please give
the 26th's
file out*

RECEIVED
55 JAN 26 AM 11:26
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: FLORIDA HOLDINGS 7, L.C.

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0000000000000000

*Limited Liability
Company
Filing*

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXXXXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

1-26-95

404

**ARTICLES OF ORGANIZATION FOR
FLORIDA HOLDINGS 7, L.C.**

FILED
95 JAN 20 PM 3:22

SECRET
TALLAH

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company is Florida Holdings 7, L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is Suite 375, 1500 South Highway 100, Minneapolis, Minnesota 55416.

ARTICLE III - REGISTERED AGENT

The name and street address of the initial registered agent and office for the Company in the State of Florida is as follows:

Robert E. Dady
Popham, Haik, Schnobrich & Kaufman, Ltd.
Suite 4000, 100 Southeast Second Street
Miami, FL 33131

ARTICLE IV - DURATION

The period of duration for the Company shall be perpetual unless the Company is earlier dissolved in accordance with these Articles of Organization, the Regulations of the Company or applicable law.

ARTICLE V - MANAGEMENT

The Company shall be managed by a manager or managers elected by the members in accordance with Regulations adopted by the members for the management of the business and affairs of the Company. The manager(s) may but need not be members. The names and addresses of the initial persons who are to serve as managers until their successors are elected and qualified are:

Victoria S. Richman
Suite 375, 1500 South Highway 100
Minneapolis, MN 55416

Kirby D. Payne
Suite 375, 1500 South Highway 100
Minneapolis, MN 55416


ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

A majority in interest of the remaining members shall have a right to admit additional members provided such members agreed to be bound by the terms of the then existing Regulations of the Company.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company unless a majority in interest of the remaining members consent to the continuation of the business of the Company and there are at least two (2) remaining members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on January 18, 1995.


Victoria S. Richman, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Florida Holdings 7, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash anticipated to be contributed by the member(s) is approximately \$1,250,000.
3. The agreed value of property other than cash contributed by member(s) is \$0.00.
4. The total amount of cash or property anticipated to be contributed by member(s) is approximately \$1,250,000. This total includes amounts from 2 and 3 above and includes amounts to be contributed by members as capital and/or as loans.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit of Membership and Contributions on January 18, 1995.


Victoria S. Richman, Member

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

FILING FEE: \$250 FOR ARTICLES OF ORGANIZATION AND AFFIDAVIT

ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE FOR
FLORIDA HOLDINGS 7, L.C.

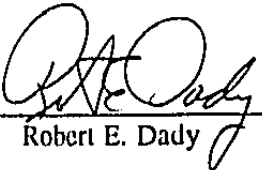
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95 JAN 20 PM 3:22
TALLAHASSEE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned, being the person named in the Articles of Organization of Florida Holdings 7, L.C. as the initial registered agent of the limited liability company, submits this acceptance of designation as the registered agent in the state of Florida.

1. The name of the limited liability company is Florida Holdings 7, L.C.
2. The name and address of the initial registered agent and office is:

Robert E. Dady
Popham, Haik, Schnobrich & Kaufman, Ltd.
Suite 4000, 100 Southeast Second Street
Miami, FL 33131

3. 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, the undersigned hereby accepts the appointment as registered agent and agrees 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.


Robert E. Dady

1-20-95
(Date)

FILING FEE: \$35 FOR DESIGNATION OF REGISTRATION AGENT

February 9, 1995
L95000000076

Cynthia Woodyard
LEXIS DOCUMENT SERVICES
Box 425
1300 Executive Center Drive
Tallahassee, FL 32301

RECEIVED
95 FEB -9 AM 11:17
DIVISION OF CORPORATION

Dear Cynthia;

Enclosed is an application for Amended Articles of Organization to be filed with the Secretary of State in Florida on the name FLORIDA HOLDINGS 7, L.C.

Please return the acknowledgement to me by Federal Express. Thanks for your help.

Amended

Bobbie

5000001404855
-02/13/95-01063-005
*****52.50 *****52.50

will wait

2/9/95
ADK
ADK
ADK
ADK

FILED
95 FEB -9 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

52.50
52.50
52.50
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**AMENDMENT TO ARTICLES OF ORGANIZATION OF
FLORIDA HOLDINGS 7, L.C.**

FILED
95 FEB -9 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

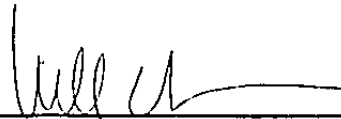
The undersigned, in accordance with the provisions of Section 608.411 of the Florida Limited Liability Company Act, do hereby adopt the following Amendment to Articles of Organization of Florida Holdings 7, L.C., a Florida limited liability company (the "Company"), which Articles of Organization of the Company were filed with the State of Florida, Department of State on January 26, 1995, under document no. L9500000076:

1. Amendment to Articles of Organization. Article IV of the Articles of Organization of the Company is hereby amended in its entirety to read as follows:

ARTICLE IV - DURATION

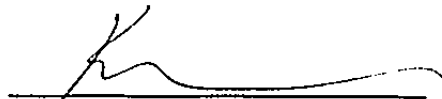
The period of duration for the Company shall continue until December 31, 2034, or until the Company sooner is dissolved in accordance with the Articles of Organization, the Regulations of the Company or applicable law.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Articles of Organization of the Company to be effective as of February 3, 1995, or if later, the actual date of filing of this Amendment.



Victoria S. Richman, President

(In accordance with Section 608.408(3), Florida Statutes, the execution of this Amendment to Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Kirby D. Payne, Vice President




(In accordance with Section 608.408(3), Florida Statutes, the execution of this Amendment to Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

APPROVED
AND
FILED

96 MAY -2 PM 4:57

STATE
OF FLA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company FLORIDA HOLDINGS 7, L.C. 1500 S. HWY. 100 SUITE 375 MINNEAPOLIS MN 55416		DOCUMENT #L95000000076	
1a. Principal Place of Business Address 1500 S. HWY. 100 SUITE 375 MINNEAPOLIS MN 55416		2. Principal Place of Business Same 2b. Mailing Address Suite, Apt. #, etc. City & State Zip Country	
3. Date Organized or Qualified 01/26/1995		3a. State of Formation FL	
4. FEI Number 65-0547063		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent DADY, ROBERT E 100 S.E. 2ND ST. SUITE 4000 MIAMI FL 33131		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 700001812797 -05/03/96--01015--027 ****2381 Q10 ****2381.75 FL	
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 _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	RICHMAN, VICTORIA S	1500 S. HWY. 100, SUITE 37	MINNEAPOLIS MN
MGR	PAYNE, KIRBY D	1500 S. HWY. 100, SUITE 37	MINNEAPOLIS MN
 5/3/96			
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: 		VICTORIA RICHMAN 2/5/96 612591-7440	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #	