



# Prentice Hall Legal & Financial Services

ATTN: *[Handwritten]* (904) 222-7495

1201 HAYS STREET, SUITE 105  
FALL HARBOR, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

*Edgewater Bay Holdings, LLC*

**L950000000166**

- |   |   |
|---|---|
| <input type="checkbox"/> Amendment                    | <input type="checkbox"/> Merger                               |
| <input type="checkbox"/> Annual Report                | <input type="checkbox"/> Name Reservation                     |
| <input type="checkbox"/> Change of Registered Agent   | <input type="checkbox"/> Name Registration                    |
| <input type="checkbox"/> Dissolution/Withdrawal       | <input type="checkbox"/> Non Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication                | <input type="checkbox"/> Other                                |
| <input type="checkbox"/> Fictitious Business Name     | <input type="checkbox"/> Profit/Articles of Incorporation     |
| <input type="checkbox"/> Foreign - Profit             | <input type="checkbox"/> Reinstatement                        |
| <input type="checkbox"/> Foreign - Non Profit         | <input type="checkbox"/> Resignation of R.A., Off/Dir         |
| <input type="checkbox"/> Limited Partnership          | <input type="checkbox"/> Trademark                            |
| <input checked="" type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1                         |
| <input type="checkbox"/> Mtr Veh                      | <input type="checkbox"/> UCC/Filing 3                         |

- |  |   |
|--|---|
| <input type="checkbox"/> Certified Copy          | <input type="checkbox"/> CIJS                 |
| <input checked="" type="checkbox"/> Photocopy    | <input type="checkbox"/> Good Standing        |
| <input type="checkbox"/> Corporate Print-Out     | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search |   |

Walk in     Call if Problem     Will Wait     Pick up 3/3-12 *10*  
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

MAR 3 1995

BRANCH ORDERING: MIA BY [Signature]  
 BRANCH RECEIVING: [Signature] BY [Signature]  
 REF/JOB #: Bulk 999  
 CLIENT MATTER # \_\_\_\_\_  
 SAME DAY \_\_\_\_\_ 24 HR \_\_\_\_\_ ROUTINE \_\_\_\_\_  
 VERBAL REQUESTED YES OR NO  
 DATE SENT: [Date] MAIL FAX FEDEXP.  
 FILED [Date]  
 SENT TO: BRANCH \_\_\_\_\_ CLIENT \_\_\_\_\_  
 SPECIAL INSTRUCTIONS \_\_\_\_\_

CHECK #	_____
ST/CTY/FEES	<u>285.60</u>
CORR. FEE/SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

ARTICLES OF ORGANIZATION  
FOR  
EDGEWATER BAY HOLDINGS, L.C

I.

NAME

The name of the limited liability company (the  
"Company") is

EDGEWATER BAY HOLDINGS, L.C

II.

DURATION

The period of duration of the Company is perpetual  
unless terminated pursuant to its Regulations.

III.

BUSINESS ADDRESS

The address of the place of business of the Company in  
the State of Florida is 345 Ocean Drive, Apt. 426, Miami Beach,  
Florida 33139

IV.

REGISTERED AGENT

The name and address of the initial registered agent of  
the Company in the State of Florida is Richard N. Schermer, 19495  
Biscayne Blvd. Suite 606, North Miami Beach, Florida 33180

FILED  
05 MAR 2 11:05 AM '05

V.

ADDITIONAL MEMBERS

The right, if given, of the Members to admit additional Members and the terms and conditions of the admissions shall be as set forth in the Regulations of the Company.

VI.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on 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 shall be as set forth in the Regulations of the Company.

VII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Member, whose name and address is:

Mark Greenberg	345 Ocean Drive, Apt. 426
	Miami Beach, FL 33139

VIII.

SUBSCRIBERS

The name and address of the person executing these Articles of Organization as Member and Manager is Mark Greenberg, 345 Ocean Drive, Apt. 426, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Organization this 2<sup>nd</sup> day of March, 1995.

Mark Greenberg  
MARK GREENBERG

STATE OF FLORIDA )  
: S.S.  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared Mark Greenberg, personally known to me, or who produced his Driver License as identification, to be the person who, as Member and Manager, executed the foregoing Articles of Organization of Edgewater Bay Holdings, L.C. and they acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 2<sup>nd</sup> day of March, 1995.

Ana B. Zeigler  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



ANA B. ZEIGLER  
MY COMMISSION # CC367045 EXPIRES  
April 25, 1998  
BONDED THRU TROY FAIR INSURANCE, INC

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

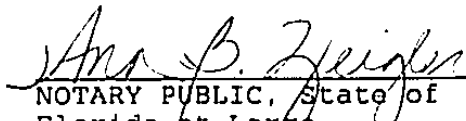
DATED THIS 2<sup>ND</sup> DAY OF MARCH, 1995

  
\_\_\_\_\_  
RICHARD N. SCHERMER

STATE OF FLORIDA     )  
                              :   B.B.  
COUNTY OF DADE     )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared RICHARD N. SCHERMER, personally known to me, or who has produced \_\_\_\_\_ as identification, to be the person who, as Registered Agent, executed the foregoing Acceptance by Registered Agent of EDGEWATER BAY HOLDINGS, L.C. and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this \_\_\_\_ day of March, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



ANA B. ZEIGLER  
MY COMMISSION # CC367045 EXPIRES  
April 25, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

AFFIDAVIT OF LIMITED LIABILITY COMPANY

The undersigned, on behalf of all the Members of Edgewater Bay Holdings, L.C., a Florida limited liability company (the "Company"), certifies as follows:

1. The Company has at least two Members.
2. The amount of cash contributed by the Members is:  
\$ 10.00
3. There is no property other than cash contributed by the Members.
4. The total amount anticipated to be contributed by the Members is as set forth above.

This 2<sup>nd</sup> day of March, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

By:

Mark Greenberg  
Mark Greenberg,  
Manager

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

# L95000000166



95 MAR 27 10:35 AM '95

ACCOUNT NO. : 072100000032

REFERENCE : 566361 869010

AUTHORIZATION : *Patricia Poynt*

COST LIMIT : \$ 105.00

FILED  
95 MAR 27 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 27, 1995

ORDER TIME : 10:35 AM

ORDER NO. : 566361

CUSTOMER NO: 869010

## RUSH WILL WAIT

*Amend*

CUSTOMER: Ms. Gina Hardin - 869010  
Prentice Hall Legal &  
1 Biscayne Tower  
2 South Biscayne Blvd, #1810  
Miami, FL 33131

800001410418

DOMESTIC AMENDMENT FILING

NAME: EDGEWATER BAY HOLDINGS, L.C.

ARTICLES OF AMENDMENT  
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

*Maria gave permission to type in orig file date & member leader name Greenburgh signature*

*ASH 3/27/95*

ARTICLES OF AMENDMENT  
OF  
EDGEWATER BAY HOLDINGS, L.C.

FILED  
95 MAR 27 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, EDGEWATER BAY HOLDINGS, L.C., a Florida limited liability company ("the "Company"), hereby adopts the following Articles of Amendment:

1. The name of the Company is Edgewater Bay Holdings, L.C. Originally filed on 3-3-95

ARTICLE I - BUSINESS ADDRESS

The business address of the Company is c/o 345 Ocean Drive, Suite 426, Miami Beach, Florida, 33139.

ARTICLE II - MANAGEMENT

Subject to the right of the Members to elect a new Manager or Managers as set forth in the Regulation of the Company, the following individual whose name and address is listed below, is appointed as Manager to undertake, and is hereby vested with the responsibility for, the day-to-day management of the Company:

Mark Greenberg

c/o 345 Ocean Drive, Suite 426  
Miami Beach, Florida 33139

2. The date of adoption of the aforesaid amendment was as of March 24, 1995.

3. The said number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.


Edgewater Bay Holdings, L.C.  
a Florida limited liability company

By: Mark Greenberg  
Mark Greenberg, Manager  
Member



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

APR 1996

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Morfitt Secretary of State DIVISION OF CORPORATIONS
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<b>FILING FEE</b> \$ 230.75	Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>
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1. Name and Mailing Address of Limited Liability Company  
**DOCUMENT #L95000000166**

EDGEWATER BAY HOLDINGS, L.C.  
~~345 OCEAN DR, 426~~  
 MIAMI BEACH FL 33139

1a. Principal Place of Business Address

~~345 OCEAN DR, 426~~  
~~MIAMI BEACH FL 33139~~  
 750 N.E. 62nd Street  
 Miami, FL 33138

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

2. Principal Place of Business 750 N.E. 62 St., <del>MIAMI BEACH</del> Suite, Apt #, etc	2a. Mailing Address 1348 Washington Ave, <del>MIAMI</del> Suite, Apt #, etc 120
City & State Miami, FL Zip 33138 Country USA	City & State Miami Beach, FL Zip 33139 Country USA

3. Date Organized or Qualified 03/03/1995	3a. State of Formation FL
4. FEI Number 65-0559350	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> SR FS Additional Fee Required

7. Name and Address of Current Registered Agent

SCHERMER, RICHARD N  
 19495 BISCAYNE BLVD, 606  
 N MIAMI BEACH FL 33180

8. Name and Address of New Registered Agent

Name  
**Marro Romine**  
 Street Address (P.O. Box Number is Not Acceptable)  
 19495 Biscayne Blvd. #606  
 Suite, Apt #, etc

City  
 N. Miami Beach FL  
 Zip Code  
 33180

9. Pursuant to the provisions of Sections 608 416 and 608 506, 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 Marro Romine DATE 4/10/96  
(Registered Agent Accepting Appointment) (Registered Agent signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	GREENBERG, MARK	345 OCEAN DR, 426	MIAMI BEACH FL

500001784255  
 -04/P7/96--01075--004  
 \*\*\*238.75 \*\*\*238.75

*TRB*

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: Mark Greenberg 2-12-96 305-759-0607