

L9500000259

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136-062-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

NAME: EMERALD LAKES VILLAS RESORT, L.C.
FAX AUDIT NUMBER: H95000003611
DATE REQUESTED: 03/29/1998
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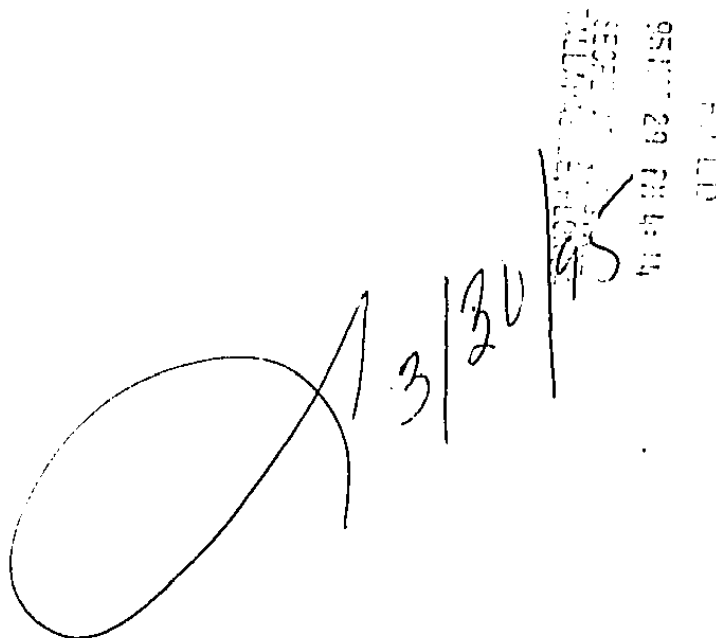
DOCUMENT TYPE: LIMITED LIABILITY COMPANY
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CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:21

FILED
MAR 30 1998
FBI - TAMPA
3/30/98



FILED
JUN 29 1955
RECEIVED
JUN 29 1955

ARTICLES OF ORGANIZATION OF
EMERALD LAKES VILLAS RESORT L.C.
A FLORIDA LIMITED LIABILITY COMPANY

We, the undersigned, for the purpose of forming a limited liability company for profit pursuant to the Florida Limited Liability Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE I
NAME

The name of the limited liability company shall be: **EMERALD LAKES VILLAS RESORT L.C.**

ARTICLE II
PRINCIPAL OFFICE

The mailing address and street address of the initial office of this limited liability company in the State of Florida are:

3750 West 16th Avenue
Suite 126-U
Hialeah, Fl. 33012

ARTICLE III
DURATION

This limited liability company shall have perpetual existence from the date of the filing of these Articles of Organization with the Florida Department of State, unless earlier terminated as allowed by law.

ARTICLE IV
POWERS

This limited liability company shall have the authority and power to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

DOCUMENT PREPARED BY: GONZALO R. LAGE, ESQ., 3750 West 16 Avenue, Suite 126-U, Hialeah, Fl. 33012
FLORIDA BAR NO. 0216172

H95000003611

H95000003611

DOCUMENT PREPARED BY: GONZALO R. LAGE, ESQ., 3750 West 16 Avenue, Suite 126-U, Hialeah, FL 33012
FLORIDA BAR No. 0216372

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ARTICLE V MANAGEMENT

This limited liability company is to be managed by three (3) managers initially, who shall be responsible for the management of this limited liability company. These managers may, from time to time and at any time, raise or lower the number of managers of this limited liability company by so providing by written agreement of the members holding one hundred percent (100%) ownership interests in this limited liability company. The initial managers and their street addresses are as follows:

NAME	ADDRESS
Thala Investments Corp.	3750 West 16 Avenue Suite 126-U Hialeah, FL 33012
Lage's Investments Corp.	3750 West 16 Avenue Suite 126-U Hialeah, FL 33012
Orlando Villas Corp.	3750 West 16 Avenue Suite 126-U Hialeah, FL 33012

ARTICLE VI ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time, and upon such terms and conditions, as shall be determined by a unanimous vote of the members.

ARTICLE VII MEMBERS RIGHT TO CONTINUE BUSINESS

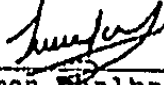
The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company.

We, the undersigned, being the initial subscribers and members of these Articles of Organization for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, to do business both within or without the State of Florida, do make, subscribe, acknowledge and file these Articles of

H95000003611

Organization, hereby declaring and certifying that the articles herein stated are true and accordingly, hereunto set our hands and seals this 28th day of March, 1995.

THAIS INVESTMENTS CORP.

By: 
Luis Ramon Chalbaud, President

LAGE'S INVESTMENTS CORP.

By: 
Gonzalo R. Lage, President

ORLANDO VILLAS CORP.

By: 
Gonzalo M. Lage, President

DOCUMENT PREPARED BY: GONZALO R. LAGE, ESQ., 3750 West 16 Avenue, Suite 126-G, Hialeah, FL 33012
FLORIDA BAR No. 0216372

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NR-29-1995 1330 FROM EMPIRE

TO

DIV CORP ELT FI P.33

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STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of March, 1995 by LUIS RAMON CHALNAUD who is personally known to me or who produced Driver License as identification.

[Signature]
Notary Public, State of Florida

My Commission expires:



Print name of Notary Public

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of March, 1995 by GONZALO R. LAGE who is personally known to me or who produced Driver License as identification.

[Signature]
Notary Public, State of Florida

My Commission expires:

MAGALY GUERRA

Notary Public, State of Florida

My Commission Expires Dec. 3, 1995

Commission Number 00294452

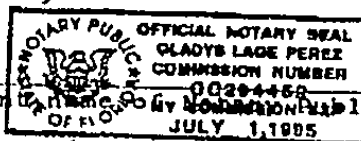
Print name of Notary Public

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of March, 1995 by GONZALO M. LAGE who is personally known to me or who produced personally known as identification.

[Signature]
Notary Public, State of Florida

My Commission expires:



Print name of Notary Public

DOCUMENT PREPARED BY: GONZALO R. LAGE, ESQ., 3750 West 16 Avenue, Suite 126-U, Hialeah, FL 33012
FLORIDA BAR No. 0216372

H95000003611

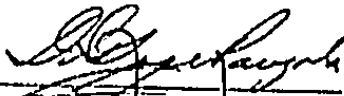
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with 640.091, Florida Statutes, the following is submitted:

FIRST EMERALD LAKES VILLAS RESORT L.C., desiring to organize or qualify as a limited liability company under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named GONZALO R. LAGE, 3750 West 16th Avenue, Suite 126-U, Hialeah, Fl. 33012, as its agent to accept service of process within Florida.

EMERALD LAKES VILLAS RESORT L.C.

By: 
Name: Gonzalo R. Lage
Title: Manager
Date: March 29, 1995

I, having been named to accept service of process for the above stated company at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Gonzalo R. Lage

DOCUMENT PREPARED BY: GONZALO R. LAGE, ESQ., 3750 West 16 Avenue, Suite 126-U, Hialeah, Fl. 33012
FLORIDA BAR No. 0216372

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DOCUMENT PREPARED BY: GONZALO R. LAGE, ESQ., 3750 West 16 Avenue, Suite 126-D, Edgewater, FL 33112
FLORIDA BAR NO. 0216372

H95000003611H

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of EMERALD LAKES VILLAS RESORT L.C. deposes and says:

1. The above named limited liability company has at least three (3) members.
2. The total amount contributed by the member(s) is \$5,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$N/A. A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000,000.00. This total includes amounts from 2 and 3 above.

THAIS INVESTMENTS CORP.

By:

Luis Ramon Chalbaud
Luis Ramon Chalbaud
President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of March, 1995 by LUIS RAMON CHALBAUD, who is personally known to me or who produced drivers license as identification.

[Signature]
Notary Public, State of Florida

My Commission expires:

Print name of Notary Public



DOCUMENT PREPARED BY:

GONZALO R. LAGE, ESQ., 3750 West 16 Avenue, Suite 126-G, Hialeah, FL 33012
FLORIDA BAR No. 0216372

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H95000003611

86-29-1200 1001 FROM OFFICE

TO DIO CORP ELY FI P.30

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of KIMKRALD LAKEN VILLAS RESORT L.C. deposes and says:

1. The above named limited liability company has at least three (3) members.
2. The total amount contributed by the member(s) is \$5,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$N/A. A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000,000.00. This total includes amounts from 2 and 3 above.

LAGE'S INVESTMENTS CORP.

By: *Gonzalo R. Lage*
Gonzalo R. Lage, President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of March, 1995 by GONZALO R. LAGE, who is personally known to me or who produced Driver License as identification.

My Commission expires:

Gonzalo R. Lage
Notary Public, State of Florida

MAJOR EMBROIDERY

Notary

Print name of Notary Public

Commission Expires

H95000003611

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of EMERALD LAKES VILLAS RESORT L.C. deposes and says:

1. The above named limited liability company has at least three (3) members.

2. The total amount contributed by the member(s) is \$5,000.00

3. If any, the agreed value of property other than cash contributed by member(s) is \$N/A. A description of the property is attached hereto and made a part hereof.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000,000.00. This total includes amounts from 2 and 3 above.

ORLANDO VILLAS CORP.

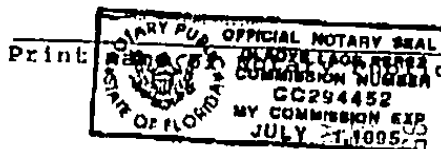
By: [Signature]
Gonzalo M. Lage, President

STATE OF FLORIDA)
COUNTY OF DADR)

The foregoing instrument was acknowledged before me this 28th day of March, 1995 by GONZALO M. LAGE, who is personally known to me or who produced Personally known as identification.

[Signature]
Notary Public, State of Florida

My Commission expires:



FILED
MAR 29 PM 4:14
TAMPA, FLORIDA

DOCUMENT PREPARED BY: GONZALO R. LAGE, ESQ., 3750 West 16 Avenue, Suite 126-U, Hialeah, FL 33012
FLORIDA BAR No. 0216372

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

APPROVED
AND
FILED

95 MAY -1 PM 3:15

RECEIVED
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Candra B. Mortham
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

DOCUMENT #L95000000259

EMERALD LAKES VILLAS RESORT L.C.
3750 WEST 16TH AVENUE
SUITE 126-U
HIALEAH FL 33012

1a. Principal Place of Business Address

3750 WEST 16TH AVENUE
SUITE 126-U
HIALEAH FL 33012

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

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Quinled	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		03/29/1995	FL
City & State		City & State		4. FCI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
65-0574553				5. Date of Last Report	6. Certificate of Status Desired
					<input checked="" type="checkbox"/> An Additional Fee Required

7. Name and Address of Current Registered Agent

LAGE, GONZALO R
3750 WEST 16TH AVENUE
SUITE 126-U
HIALEAH FL 33012

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

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

(Reg. Agent Accepting Appointment) (If 301 Reg. Agent's signature required when terminating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	THAIS INVESTMENTS CO,	3750 WEST 16TH AVE. SUITE	HIALEAH FL
MGR	LAGE'S INVESTMENTS C,	3750 WEST 16TH AVE. SUITE	HIALEAH FL
MGR	ORLANDO VILLAS CORP.,	3750 WEST 16TH AVE. SUITE	HIALEAH FL

100001816121
-05/10/96--01018--014
****247.50 ****247.50

\$2159

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 as an agent with an address

SIGNATURE:

Gonzalo R. Lage
Managing Member

4/24/96 (305) 823-7055

SIGNATURE AND TYPE (PRINTED NAME) OF REGISTERED MANAGER, OFFICER OR MANAGER

Date

Telephone Number