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LAW OFFICES OF  
ERNEST A. SEEMANN, Esq.

4729 Del Prado Boulevard  
Cape Coral, Florida 33904  
Tel.: (813) 540-7007; Telefax (813) 540-2154

May 19, 1995

200001497012  
-05/23/95--01101--004  
\*\*\*\*285.00 \*\*\*\*285.00

Florida Department of State  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

VIA FEDERAL EXPRESS

RE: VIOLA'S PARADISE HOME II, L.C.

Gentlemen:

Enclosed herewith is an executed original and one photocopy of the Articles of Organization for the above referenced limited liability company and the required affidavit, together with our check for \$ 285.00. Please return the photocopy of the Articles with the log-in stamp via Federal Express. I have enclosed a prepaid Federal Express label.

Should you have any questions, please contact me.

Yours sincerely,



Ernest A. Seemann

Encls.

AB 5/22/95

RECEIVED  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
MAY 23 1995

ARTICLES OF ORGANIZATION  
OF  
VIOLA'S PARADISE HOME II, L.C.

STATE OF FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
FEB 22 1983

ARTICLE I:  
NAME

The name of this Limited Liability Company shall be:  
VIOLA'S PARADISE HOME II, L.C

ARTICLE II:  
DURATION

This Limited Liability Company shall exist for a period of thirty (30) years commencing on the day of filing of these Articles in the offices of the Secretary of State.

ARTICLE III:  
PURPOSE

This Limited Liability Company is created for the purpose of transacting the tourist rental business, and such other business as may be agreed by the members.

ARTICLE IV:  
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business of this Limited Liability Company as well as its mailing address shall be 4729 Del Prado Boulevard, Cape Coral, Florida 33904, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be ERNEST A. SEEMANN, 4729 Del Prado Boulevard, Cape Coral, FL 33904.

**ARTICLE V:  
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of One Thousand Dollars (\$1,000.00) which will be contributed by members in the following amounts:

<u>NAME</u>	<u>ADDRESS</u>	<u>CAPITAL</u>
Viola Bartel	Oberlausitzer Str. 37 D-02692 Großpostwitz, Germany	\$950.00
Dr. Harald W. Rohleder	Kirzinger Str. 21 D-86911 Diessen a.A., Germany	\$ 50.00

No member shall be entitled to receive interest on his contribution to capital.

**ARTICLE VI:  
MANAGEMENT OF BUSINESS**

Except as otherwise provided in these Articles of Organization), all members shall have equal rights in the management or conduct of the Limited Liability Company, pursuant to specific rules regarding rights and duties of members enumerated in the regulations of this Limited Liability Company which are incorporated herein by reference. Decisions shall be by majority vote, each member having a vote proportionate to his interest in the company.

**ARTICLE VII:  
REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

#### ARTICLE VIII: PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

#### ARTICLE IX: MEETING OF MEMBERS

Annual meetings of the members shall be held without call or notice within 30 days after the close of the company's fiscal year at times and places selected by the members. Special meetings may be called in accordance with the requirements set forth in the regulations by any member by majority in interest of all members at any in the time after the giving of 30 days notice to the other members. Notice of special meetings shall be by actual notice in person or by telephone to each member. Attendance at a meeting constitutes a waiver of notice unless the member protests the lack of notice to him.

Minutes shall be kept of all regular and special meetings.

#### ARTICLE X: TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred only with the unanimous written consent of all the remaining members if the

transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

'Transferability of members' interests shall be governed by the provisions of F.S. 608.432.

#### **ARTICLE XI: PROFITS AND LOSSES**

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to this pro rata interest in the company. Losses shall be passed through to each member according to this pro rata interest in the company.

#### **ARTICLE XII: ADMISSION OF NEW MEMBERS**

Additional members may be admitted from time to time with the unanimous written consent of the members on such terms and conditions as are set forth by a simple majority of the members.

#### **ARTICLE XIII (A): WITHDRAWAL OR RETIREMENT OF MEMBER(S)**

In the event any member desires to withdraw or retire from the Limited Liability Company, or becomes disabled so that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles, the member shall give sixty (60) days' notice of his intention in writing by registered

or certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

ARTICLE XIII(B):  
EXPULSION OF MEMBER(S)

a) Grounds for Expulsion. Any member may be expelled from membership in the Limited Liability Company by a majority vote of the other members on the following grounds:

(1) Failure of a member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;

(2) Failure to fulfill any other obligation to the Limited Liability Company as specified in these articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

(3) Adjudication of the member as insane or incompetent;

(4) Disability of the member to the extent that he is unable to fulfill his obligations to the Limited Liability Company as specified in these articles;

(5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such act or statutes; or

(6) Any unlawful act causing damage to the Limited Liability.

b) Notice. On the occurrence of any event listed in subparagraph (a) of this article, the defaulting member may be expelled from membership in the Limited Liability Company by a majority vote of the other members upon giving

the defaulting member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

#### ARTICLE XIV:

##### DISSOLUTION, WINDING UP, LIQUIDATION

a) **Causes of Dissolution.** This Limited Liability Company shall be dissolved on the occurrence of any of the following events, unless the remaining members by a simple majority give their written consent to the continuance of the company:

- 1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- 2) Withdrawal, retirement or expulsion of a member.
- 3) Death, disability or bankruptcy of a member.
- 4) Unanimous written consent of the members.

b) **Right to Continue Business.** The remaining members of this Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event that terminates the continued membership of a member in the company.

c) **Payment if Limited Liability Company is Continued.** If the remaining members elect to continue the company business under subparagraph (b) of this article, they shall pay to the retiring, withdrawing or expelled member, or to the estate of the deceased, the value of such member's interest, as determined by subparagraph (d) of this article, as of the date of the events enumerated in subparagraph (a). Payment shall be made within three (3) months.

d) **Value of Member's Interest.** The value of a member's interest in the Limited Liability Company shall be computed by (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him

by the company; and (2) subtracting from the sum of the above totals the sum of the sum of the total of any amount owed by him to the company. If any member withdraws from the company, that member shall be entitled to his initial contribution; to his subsequent capital contributions.

e) Winding Up and Liquidation. On dissolution of the Limited Liability Company, if the company business is not continued pursuant to subparagraph (b) of this article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the company shall be applied to company liabilities in the following order:

- (1) Amounts owing to creditors other than members.
- (2) Amounts owing to members other than for capital and profits.
- (3) Amounts owing to members in respect to capital.
- (4) Amounts owing to members in this respect to profits.

#### ARTICLE XV: NOTICE TO MEMBERS

All notices to the members of this Limited Liability Company pursuant to these articles shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

#### ARTICLE XVI: AMENDMENTS

These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members, and the amendments shall be filed, duly signed by all members of the company, with the Florida Department of State. All members of the company agree to abide by the



P 1506 / 1995

City of Munich )  
State of Bavaria )  
Federal Republic of Germany )

### AFFIDAVIT

BEFORE ME, the undersigned authority, appeared today VIOLA BARTEL who produced German Passport No.: 7622000-427D as identification, and who, after having been duly sworn, deposes and says:

1. My name is Viola Bartel; my address is Oberlausitzer Str. 37, D-02692 Großpostwitz, Germany.

2. I make this affidavit in compliance with Sec. 608.407(2) Florida Statutes as a member of the proposed Limited Liability Company VIOLA'S PARADISE HOME II, L.C. and declare:

(a) The Limited Liability Company VIOLA'S PARADISE HOME II, L.C., will have two members, namely Viola Bartel and Dr. Harald W. Rohleder.

(b) The actual amount of cash contribution is \$1,000.00 (One Thousand Dollars);

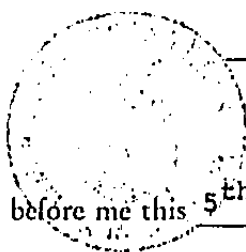
(c) The agreed value of any property other than cash contributed is approx. \$100,000.00.

(d) The amount of cash and property anticipated to be contributed is approx. \$101,000.00.

3. I sign this Affidavit as the member owning a majority interest in the company.


FURTHER AFFIANT SAYETH NAUGHT.

  
Viola Bartel



SWORN TO AND subscribed before me this 5<sup>th</sup> day of May, 1995.

SEAL


  
Civil-Law Notary  
(Josef Pölsterl, Notar)

URNr. P 1506/1995

Hiermit beglaubige ich die Echtheit der vorstehenden, vor mir anerkannten Unterschrift von

Frau Viola Bartel,  
geborene Milke, Diplom-Ökonom  
in 02692 Großpostwitz, Oberlausitzer Str. 37,  
mir, Notar, persönlich bekannt.

München, den 5. Mai 1995

  
Josef Pölsterl  
Notar






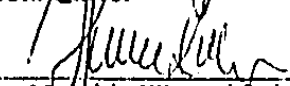
P 1305 / 1995

majority decision and agree to sign such amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on the 5<sup>th</sup> day of May, 1995.

Viola Bartel, geb. Milke,  
Dipl.-Ökonom,  
02692 Großpostwitz, Oberlausitzer  
Str. 37

Name:  
Dr. Harald Rohleder, Wirtschafts-  
berater, 81369 München, Albert-  
Reßhaupter-Str. 65,  
Name:

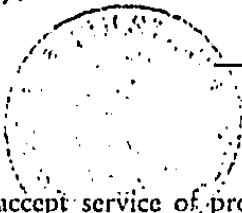
  
Viola Bartel  
  
Dr. Harald W. Rohleder

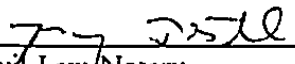
City of Munich )  
State of Bavaria )  
Federal Republic of Germany )

BEFORE ME, a Civil Law Notary authorized by law to take oaths and acknowledgments, personally appeared VIOLA BARTEL, who has produced German Passport No. 7622000427D as identification, and DR. HARALD W. ROHLEDER, who has produced German Passport No. 8357005624D as identification, and who executed the foregoing instrument and who acknowledged before me that they executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 5<sup>th</sup> day of May, 1995.

SEAL



  
Civil Law Notary  
Josef Pölsterl, Notar

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Article of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 608.415, Florida Statutes.

  
Ernest A. Seemann


URNr.

P 1305/1995

Hiermit beglaube ich die Echtheit der vorstehenden, vor mir anerkannten Unterschrift von

1. Frau Viola B a r t e l ,  
geborene Milke, Diplom-Ökonom  
in 02692 Großpostwitz, Oberlausitzer Str. 37,  
mir, Notar, persönlich bekannt,
2. Herrn Dr. Harald R o h l e d e r ,  
Wirtschaftsberater in  
81369 München, Albert-Roßhaupter-Str. 65,  
mir, Notar, persönlich bekannt.

München, den 5. Mai 1995

  
Josef Pölsterl  
Notar


# 2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstall: \$730.75

APPROVED  
AND  
FILED

1996 JUL 29 AM 9:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra D. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILING FEE \$ 263.75	Annual Report \$100.00 + \$136.75 Corporation Supplemental Fee + \$26.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company  VIOLA'S PARADISE HOME II, L.C. 4729 DEL PRADO BLVD. CAPE CORAL FL 33904	DOCUMENT # L95000000395
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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
Suite, Apt. #, etc.	Suite, Apt. #, etc.
City & State	City & State
Zip	Country

1a. Principal Place of Business Address  4729 DEL PRADO BLVD. CAPE CORAL FL 33904
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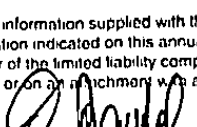
3. Date Organized or Qualified 05/22/1995	3a. State of Formation FL
4. FEI Number 65-0584466	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> \$2.75 Additional Fee Required

7. Name and Address of Current Registered Agent  SEEMANN, ERNEST A 4729 DEL PRADO BLVD. CAPE CORAL FL 33904	8. Name and Address of New Registered Agent  Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL
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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 \_\_\_\_\_  
(If Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when constituting)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	KOHLER, HARALD W DR.	KIRZINGER STR. 21	D-66911 DIESSEN A.A.,
MGRM	BARTEL, VIOLA	OBERLAUSITZER STR. 37	GROBPOSTWITZ, GERMANY
			700001509067 -07/31/96--01006--018 ***263.75 ***263.75

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: 	7/23/96
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L9500000395

Requestor's Name

Address

Law Office of  
Ernest A. Seemann, Esq.  
4720 P.E. PRADU BOULEVARD  
Cape Coral FL 33904-4620

Office Use Only

COR

T NUMBER(S), (if known):

1. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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-02/24/97--01095--010  
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☐ Walk in ☐ Pick up time

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AM  
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Examiner's Initials

ARTICLES OF AMENDMENT OF  
VIOLA'S PARADISE HOME II, L.C.

Pursuant to Section 608.411, Florida Statutes, the Articles of Organization of the above-named limited liability company filed on the 22nd of May 1995, are amended as follows:

1. Article V is amended to read as follows:

ARTICLE V  
CONTRIBUTIONS TO CAPITAL

The capital of this Limited Liability Company shall consist of the sum of One Thousand Dollars (\$1,000.00) which will be contributed by members in the following amounts:

<u>NAME</u>	<u>ADDRESS</u>	<u>CAPITAL</u>
Viola's Paradise Holding Company, L.C.	4729 Del Prado Boulevard Cape Coral, Florida 33904	\$950.00
Dr. Harald Rohleder	3910 S.E. 20th Place Cape Coral, FL 33904	\$ 50.00

2. The foregoing amendments were adopted unanimously by the members.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment on this 31st day of January 1997.

Viola's Paradise Holding Company, L.C.

By: \_\_\_\_\_

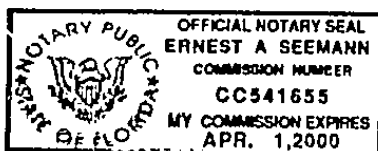
Viola Bartel, Member

\_\_\_\_\_  
Harald W. Rohleder, Member

STATE OF FLORIDA )  
COUNTY OF LEE )

I HEREBY CERTIFY that on this 31st day of January, 1997, before me, an officer duly qualified to take acknowledgments, personally appeared VIOLA BARTEL and DR. HARALD W. ROHLEDER who are personally known to me, and who executed the foregoing instrument and acknowledged before me that they executed the same.

My Commission Expires:  
April 1, 1996



\_\_\_\_\_  
Ernest A. Seemann  
Notary Public, State of Florida  
Commission No.: CC190468

FILED  
97 FEB 24 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA