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RICHARD S. RUSSELL
Attorney at Law
200 E. PALMETTO PARK ROAD, SUITE 101
BOCA RATON, FLORIDA 33432
(407) 347-7477

RECEIVED
AUG 11 1995
TALLAHASSEE, FLORIDA

August 8, 1995

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

Re: Kingsale By The Sea, L.C.

Gentlemen:

In connection with the above-referenced matter, enclosed please find original Articles of Organization, three (3) Affidavits of Membership and Contributions, and Statement Designating Registered Agent and Office for filing with your office. It is not necessary to return copies of these documents to us; however, we would appreciate a letter indicating that the documents have been received and filed.

We are enclosing our check in the amount of \$285.00 for your filing fees, together with a stamped, self-addressed envelope for your convenience.

Thank you for your assistance and, if you have any questions, please feel free to call.

Very truly yours,

Richard S. Russell
Richard S. Russell

mbr

RSR/bbr
Enclosures
cc: Mr. Sean Lillis

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***285.00 ***285.00

8/15/95
TD

ARTICLES OF ORGANIZATION OF
KINSALE BY THE SEA, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be KINSALE BY THE SEA, L.C., and its principal office shall be located at the Law Offices of Richard S. Russell, Suite 101, 200 East Palmetto Park Road, in the City of Boca Raton, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general

nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Limited Liability Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political

or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles, and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or

connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be constructed as both purposes and powers of this Limited Liability Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. they shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or constructed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, lawfully carry on, exercise or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of, the members of this Limited Liability Company. This Article may be amended from time to time in the regulations of the Limited Liability Company by a unanimous vote of the members of the Limited Liability Company.

ARTICLE IV

MANAGEMENT

This Limited Liability Company shall be managed by one Manager. The name and address of the person who shall serve until a successor is elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SEAN LILLIS	380 New Road East Amherst, NY 14051

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the Limited Liability Company by the three (3) members in equal shares. Additional contributions will be made as required for investment purposes, as

determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to an equal distribution of the share of the profits. The distribution of the share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the Limited Liability Company, the month and day of the commencement date being August 1st.

(b) Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the

regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is Suite 101, 200 East Palmetto Park Road, City of Boca Raton, County of Palm Beach, State of Florida, and the name of the Company's initial Registered Agent at that address is RICHARD S. RUSSELL, ESQ.

The undersigned, being the original members of the Limited Liability Company, certify that this instrument constitutes the proposed Articles of Organization of KINSALE BY THE SEA, L.C.

Executed by the undersigned at Buffalo,
New York, on August 3rd, 1995.

Carol Lillis
CAROL LILLIS

Richard A. Lillis
RICHARD A. LILLIS

Sean Lillis
SEAN LILLIS

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF NEW YORK)
COUNTY OF PRINCE) SS:

In compliance with Florida Statutes, Section 608.407(2), the undersigned member of KINSALE BY THE SEA, L.C., deposes and says:

1. The Limited Liability Company identified above has as least two (2) members.

2. The total amount of cash contributed by the members is Three Thousand Dollars (\$3,000.00).

3. The total amount of cash or property anticipated to be contributed by the members is \$6,000.00. This total includes the amount in number 2 above.

Richard A. Lillis
RICHARD A. LILLIS

The foregoing instrument was acknowledged before me this 3RD day of AUGUST, 1995, by RICHARD A. LILLIS, Member, on behalf of KINSALE BY THE SEA, L.C., a Limited Liability Company. He is personally known to me or has produced N/A as identification.

Deborah M. Jeffery
Notary Public -
State of New York at Large
(SEAL)

My Commission expires:

April 30, 1997

Deborah M. Jeffery

Registration # 015E4784242

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF NEW YORK }
COUNTY OF Franklin } ss:

In compliance with Florida Statutes, Section 608.407(2), the undersigned member of KINSALE BY THE SEA, L.C., deposes and says:

1. The Limited Liability Company identified above has as least two (2) members.
2. The total amount of cash contributed by the members is Three Thousand Dollars (\$3,000.00).
3. The total amount of cash or property anticipated to be contributed by the members is \$6,000.00. This total includes the amount in number 2 above.

Carol Lillis
CAROL LILLIS

The foregoing instrument was acknowledged before me this 3RD day of August, 1995, by CAROL LILLIS, Member, on behalf of KINSALE BY THE SEA, L.C., a Limited Liability Company. She is personally known to me or has produced (N/A) as identification.

Deborah M Jeffery
Notary Public -
State of New York at Large
(SEAL)

My Commission expires:

Deborah M Jeffery
Regist. 015E4784242
My Commission Expires
April 30, 1997

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF NEW YORK)
COUNTY OF CLATSOP) ss:

In compliance with Florida Statutes, Section 608.407(2), the undersigned member of KINSALE BY THE SEA, L.C., deposes and says:

1. The Limited Liability Company identified above has as least two (2) members.

2. The total amount of cash contributed by the members is Three Thousand Dollars (\$3,000.00).

3. The total amount of cash or property anticipated to be contributed by the members is \$6,000.00. This total includes the amount in number 2 above.

Sean Lillis
SEAN LILLIS

The foregoing instrument was acknowledged before me this 3RD day of August, 1995, by SEAN LILLIS, Member, on behalf of KINSALE BY THE SEA, L.C., a Limited Liability Company. He is personally known to me or has produced (N/A) as identification.

Deborah M. Jeffery
Notary Public -
State of New York at Large
(SEAL)

My Commission expires:

April 30, 1997

Deborah M. Jeffery

No. 015E4784242

STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)


Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the Limited Liability Company identified below submits the following statement in designating its registered office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is KINSALE BY THE SEA, L.C.

The name of the Registered Agent for KINSALE BY THE SEA, L.C. is RICHARD S. RUSSELL, ESQ., and the street address of the Company's principal office where the Agent is located is Suite 101, 200 East Palmetto Park Road, Boca Raton, Florida 33432.

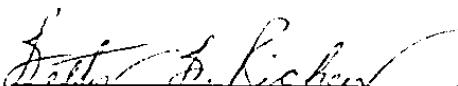
This statement is to acknowledge that, as indicated above, KINSALE BY THE SEA, L.C. has appointed me, RICHARD S. RUSSELL, ESQ., as its Agent to accept service of process for the Company at the place designated above in this Certificate. I accept this appointment as Registered Agent and agree to act in 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.

Dated July 17, 1995.



RICHARD S. RUSSELL, Registered Agent

19th The foregoing instrument was acknowledged before me this day of July, 1995, by RICHARD S. RUSSELL, agent on behalf of KINSALE BY THE SEA, L.C., a Limited Liability Company. He is personally known to me.



Notary Public - BETTY B. RICHEY
State of Florida at Large

My Commission expires:



BETTY B. RICHEY
MY COMMISSION EXPIRES
JULY 17, 1998
ROBERT T. HALL, JR., SECRETARY

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

APPROVED
AND
FILED

96 MAY -1 PM 12:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000624

KINSALE BY THE SEA, L.C.
200 EAST PALMETTO PARK ROAD
STE 101
BOCA RATON FL

1a. Principal Place of Business Address

200 EAST PALMETTO PARK ROAD
STE 101
BOCA RATON FL

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 Qualified	3a. State of Formation
Suite, Apt. #, etc		Suite, Apt. #, etc		08/11/1995	FL
City & State		City & State		4. FCI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		65-0661412	
Country		Country		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent

RUSSELL, RICHARD S ESQ.
200 EAST PALMETTO PARK ROAD
STE 101
BOCA RATON FL

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

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) (If Registered Agent signature required when reappointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
M	LILLIS, SEAN	380 NEW ROAD	EAST AMHERST NY 400001830504 -05/20/96--01080--006 ****238.75 ****238.75 J9510

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:

Sean Lillis Sean Lillis

3/23/96

716-689-8452

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER, MEMBER OR MANAGER

Date

Telephone #