

L95000000718

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
CLERK OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP 19 PM 1:36

SEP 19 1995

SEP 19

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|-------|-----------|--------------|
| DATE | _____ | _____ | _____ |
| TIME | NC | _____ | CK No. _____ |
| BY | _____ | _____ | _____ |

WALK-IN 9/19 2:00
Will Pick Up

RE: Beautam Homes, L.C. No. 52156

| | C.C. FEE. | DISBURSED |
|--|----------------------|------------|
| <input checked="" type="checkbox"/> Capital Express™ | _____ | _____ |
| <input type="checkbox"/> Art. of Inc. Filing | _____ | _____ |
| <input type="checkbox"/> Corp. Record Search | _____ | _____ |
| <input type="checkbox"/> Ltd. Partnership Filing | _____ | _____ |
| <input checked="" type="checkbox"/> Foreign Corp. Filing | _____ | _____ |
| <input type="checkbox"/> () Cert. Copy(s) photo | _____ | _____ |
| <input type="checkbox"/> Art. of Amend. Filing | _____ | _____ |
| <input type="checkbox"/> Dissolution/Withdrawal | _____ | _____ |
| <input type="checkbox"/> C U S- | _____ | _____ |
| <input type="checkbox"/> Fictitious Name Filing | _____ | _____ |
| <input type="checkbox"/> Name Reservation | 900001589849 | _____ |
| <input type="checkbox"/> Annual Report/Reinstatement | 09/21/95--01010--008 | _____ |
| <input type="checkbox"/> Reg. Agent Service | ****285.00 | ****285.00 |
| <input type="checkbox"/> Document Filing | _____ | _____ |
| <input type="checkbox"/> Corporate Kit | _____ | _____ |
| <input type="checkbox"/> Vehicle Search | _____ | _____ |
| <input type="checkbox"/> Driving Record | _____ | _____ |
| <input type="checkbox"/> Document Retrieval | _____ | _____ |
| <input type="checkbox"/> UCC 1 or 3 Filing | _____ | _____ |
| <input type="checkbox"/> UCC 11 Search | _____ | _____ |
| <input type="checkbox"/> UCC 11 Retrieval | _____ | _____ |
| <input type="checkbox"/> Filing No.'s, Copies | _____ | _____ |
| <input type="checkbox"/> Courier Service | _____ | _____ |
| <input type="checkbox"/> Shipping/Handling | _____ | _____ |
| <input type="checkbox"/> Phone () | _____ | _____ |
| <input type="checkbox"/> Top Priority | _____ | _____ |
| <input type="checkbox"/> Express Mail Prep. | _____ | _____ |
| <input type="checkbox"/> FAX () pgs. | _____ | _____ |
| SUBTOTALS | _____ | _____ |

| | |
|--------------------------------|----------|
| FEE..... | \$ 95.00 |
| DISBURSED..... | \$ 0.00 |
| SURCHARGE..... | \$ 0.00 |
| TAX on corporate supplies..... | \$ 0.00 |
| SUBTOTAL..... | \$ 95.00 |
| PREPAID..... | \$ 0.00 |
| BALANCE DUE..... | \$ 95.00 |

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 SEP 19 PM 1:36

OF

BEAULAND HOMES, L.C.

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of this Company shall be:

BEAULAND HOMES, L.C.

**ARTICLE II
DURATION**

This Company shall commence on the date of the filing of these Articles of Organization pursuant to Section 608.409(1) of the Act, and shall continue for a period of thirty (30) years from this commencement date, or until dissolved by all of its members. Subject to the foregoing this company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

**ARTICLE III
PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

ARTICLE IV
PLACE OF BUSINESS

The mailing address and street address of the principal place of business of this Company shall be 18167 U.S. 19 North, Suite 150, Clearwater, Florida 34624, or such other place or places as may be designated by the members from time to time.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent for this Company shall be Patel, Moore & O'Connor, P.A., and the street address of the registered agent for the service of process shall be 18167 U.S. Highway 19 North, Suite 150, Clearwater, Florida 34624.

ARTICLE VI
CAPITAL CONTRIBUTIONS

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of Three Thousand and No/100 Dollars (\$3,000.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII
ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by a unanimous vote of the members.

ARTICLE VIII
CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any

member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX **MANAGEMENT**

The management of this Company shall be managed by a manager(s) to be elected by a majority of the members at the annual meeting. The name(s) and address(es) of such manager(s) who is/are to serve until the first annual meeting of the members or until his/their successor(s) is/are elected and qualify are:

| | <u>NAME</u> | <u>ADDRESS</u> |
|----|------------------|---|
| 1. | Jean-Yves Girard | 18167 U.S. 19 North, Suite 150 Clearwater, Florida 34624 |
| 2. | Andre J. Beau | 18167 U.S. 19 North, Suite 150 Clearwater, Florida 34624 |
| 3. | Philippe Beau | 18167 U.S. 19 North, Suite 150 Clearwater, Florida 34624 |

The manager(s) shall vote on and approve all matters relating to the limited liability Company including, but not limited to, the contracting of debt, entering into leases, contracts, mortgages, notes, deeds, conveyance agreements, trusts, security agreements, assignments, licenses, bills of sale, management agreements and such other generally recognized business arrangements.

ARTICLE X **POWERS**

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI **PROPERTY**

(a) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The manager(s) is/are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by the manager. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

Beauland Homes, L.C.

By: _____
Manager

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII **AMENDMENTS**

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

ARTICLE XIII **REGULATIONS**

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

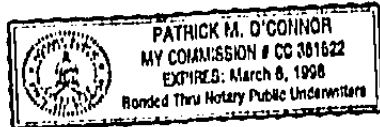
IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization
this 18th day of September, 1995.

Philippe Beau
Philippe Beau

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, personally appeared Philippe Beau, to me well known and known to me
to be the person described in and who executed the foregoing, and acknowledged to and before
me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 18th day of September,
1995, in the aforesaid County and State.



1711 '6
NOTARY PUBLIC

My Commission Expires:

AFFIDAVIT TO
ARTICLES OF ORGANIZATION
OF
BEAULAND HOMES, L.C.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned Notary Public, personally appeared Philippe Beau (the "Affiant"), who deposes and says:

1. That Affiant has personal knowledge of the facts contained herein.
2. That Beauland Homes, L.C., has at least two members.
3. The total amount of cash contained by the members is \$3,000.00.
4. The agreed value of the property other than cash contributed by the members is \$0.00.
5. The total amount of cash and property anticipated to be contributed by the members is \$3,000.00.

Further Affiant sayeth not.

Philippe Beau
Affiant

BEFORE ME, personally appeared, Philippe Beau, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 18 day of September, 1995, in the aforesaid County and State.

Patrick M. O'Connor
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BEAULAND HOMES, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Clearwater, County of Pinellas, and State of Florida, has named Patel, Moore & O'Connor, P.A., located at 18167 U.S. Highway 19 North, Suite 150, Clearwater, Florida 34624, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office, and I am familiar with, and accept, the obligation of that office.


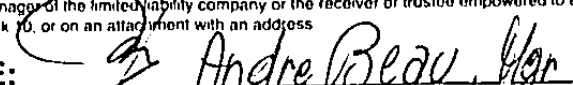
PATEL, MOORE & O'CONNOR, P.A.

By:

Sandip I. Patel
Sandip I. Patel

FILED
CLERK OF DISTRICT COURT
05 SEP 19 PM 1:36

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

| | | | |
|---|----------------------------------|---|---------------------------------|
| LIMITED LIABILITY COMPANY ANNUAL REPORT 1996 | |  FLORIDA DEPARTMENT OF STATE Sandra B. Mortham 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 #L95000000718 BEAULAND HOMES, L.C. 18167 U.S. 19 NORTH, SUITE 150 CLEARWATER FL 34624 | | FILED 96 MAR -4 PM 8:53 SECRETARY OF STATE TALLAHASSEE, FLORIDA | |
| 2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country | | 1a. Principal Place of Business Address 18167 U.S. 19 NORTH, SUITE 15 CLEARWATER FL 34624 3. Date Organized or Qualified 09/19/1995 3a. State of Formation FL 4. FEI Number 59-3345180 5. Date of Last Report 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input type="checkbox"/> Additional Fee Required | |
| 7. Name and Address of Current Registered Agent PATEL, MOORE & O'CONNOR, P.A. 18167 U.S. 19 NORTH, SUITE 150 CLEARWATER FL 34624 | | 8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code State | |
| 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 _____ | |
| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
| MGR | GIRARD, JEAN-YVES | 18167 U.S. 19 NORTH, SUITE | CLEARWATER FL |
| MGR | BEAU, ANDRE J | 18167 U.S. 19 NORTH, SUITE | CLEARWATER FL |
| MGR | BEAU, PHILIPPE | 18167 U.S. 19 NORTH, SUITE | CLEARWATER FL |
| 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 provided 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:  | | 2/15/96 (813) 726-7274 | |

**PATEL MOORE
& O'CONNOR**
Attorneys and Counselors at Law

L9500000718

SANDIP I. PATEL
STEVEN W. MOORE
PATRICK M. O'CONNOR*

122 South Howard Avenue
Tampa, Florida 33606
(813) 254-1163
Facsimile (813) 254-0501

REPLY TO: Clearwater

* LLM - Taxation

18167 U.S. 19 North
Harbourside Suite 150
Clearwater, Florida 34624
(813) 839-6000
Facsimile (813) 839-5936

July 3, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Annual Reports

Re: Change of Address for Beauland Homes L.C.

Dear Sirs:

This firm represents the corporation of Beauland Homes L.C. We would like to notify the state of a change of address for this business from 18167 U.S. 19 North, Harbourside Suite 150, Clearwater, FL 34624, to 126 Third Avenue North, Safety Harbor, FL 34695.

The phone number is now (813) 726-7274 and the fax number is (813) 726-0892.

Please do not hesitate to call if your department has any questions or concerns.

Sincerely,

PATEL, MOORE & O'CONNOR, P.A.



Steven W. Moore

Handwritten initials "R.B."