

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0111

800-342-8086



1950000838

ACCOUNT NO. : 072100000032

REFERENCE : 721488 4656A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 285.00

FILE 2ND

ORDER DATE : October 31, 1995

ORDER TIME : 2:18 PM

ORDER NO. : 721488

400001624534

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CORAL HARBOR-MANGATE GP, L.C.

FILED
95 OCT 31 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF ORGANIZATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

T. BROWN NOV - 2 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1995

RESUB

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CORAL HARBOR-MANGATE GP, L.C.
Ref. Number: W95000021651

We have received your document for CORAL HARBOR-MANGATE GP, L.C..
However, the document has not been filed and is being returned for the following:

The document must include original signatures.

If you have any questions concerning the filing of your document, please call
(904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 695A00048774

**ARTICLES OF ORGANIZATION
OF
CORAL HARBOR-MARGATE GP, L.C.**

The name of the Limited Liability Company is CORAL HARBOR-MARGATE GP, L.C. (the "Company").

The mailing address and street address of the principal office of the Company is 7380 Sand Lake Road, Suite 580, Orlando, Florida 32819.

The Company shall exist for a period of no less than thirty (30) years, and no more than fifty (50) years from the date of filing these Articles of Organization, unless sooner dissolved in accordance with Florida law.

The daily, usual course of business of the Company will be managed by its managing member (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the members holding two-thirds interest in the Company. The name and address of the Manager who is to serve is as follows:

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of two-thirds of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to 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, the remaining or surviving members may continue in the business of the Company provided that not less than a majority of the ownership interests agree to do so in writing.

ARTICLE VI - Registered Agent and Office

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CORAL HARBOR-MARGATE GP, L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.

**CORPORATION SERVICE COMPANY,
Registered Agent**

By: X. Allen
Its: AGENT

Dated: 11-1, 1995.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CORAL HARBOR-MARGATE GP, L.C. deposes and says:

1. the above named Company has at least two members;
2. the total amount of cash contributed by the members is \$ 200.00;
3. if any, the agreed value of property other than cash contributed by members is:
\$ -0-;
4. the total amount of cash or property anticipated to be contributed by members is
\$ 200.00. This total includes amount from 2 and 3 above.



Signature of a member or authorized representative of a member

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

FILED
95 OCT 31 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

APPROVED
AND
FILED

96 JUN -5 AM 10:53

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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 # L95000000838**

CORAL HARBOR-MARGATE GP, L.C.
7380 SAND LAKE ROAD
SUITE 560
ORLANDO FL 32819

1a. Principal Place of Business Address
7380 SAND LAKE ROAD
SUITE 560
ORLANDO FL 32819

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

2 Principal Place of Business 7575 Dr. Phillips Blvd		2a. Mailing Address 7575 Dr. Phillips Blvd		3. Date Organized or Qualified 10/31/1995	3a. State of Formation FL
Suite, Apt. #, etc. Suite 230		Suite, Apt. #, etc. Suite 230		4. FEI Number 95-4545117	
City & State Orlando, FL		City & State Orlando, FL		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip 32819	Country USA	Zip 32819	Country USA	5. Date of Last Report	6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required

7. Name and Address of Current Registered Agent

CORPORATION SERVICE, COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301

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

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
	HEARTHSTONE ADVISORS,	16830 VENTURA BLVD., SUITE	ENCINO CA
		HEARTHSTONE	100001859881
		FEB 05 1996	-06/12/96--01066--003
		ADVISORS	*****25.00 *****25.00
			100001859881
			-06/12/96--01066--004
			*****238.75 *****238.75

11 I do hereby certify that the information supplied on 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:

SIGNATURE (TYPE OR PRINT NAME OF SIGNING MANAGING MEMBER OR MANAGER)

Date

Daytime Phone #