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HOWARD STROSS PA

001/001

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAIL STREET  
TALLAHASSEE, FL 32399

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FROM: HOWARD C. STROSS  
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((H96000001641)))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: PARADISE HOLLYBROOK, L.C.

FAX AUDIT NUMBER: H96000001641

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Fax Audit #96000001641

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**ARTICLES OF ORGANIZATION  
OF  
PARADISE HOLLYBROOK, L.C.**

The undersigned Member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I  
NAME OF COMPANY**

The name of the limited liability company is Paradise Hollybrook, L. C. (the "Company").

EFFECTIVE DATE  
2-1-96

**ARTICLE II  
PERIOD OF DURATION**

The Company's period of duration shall commence on February 1, 1996, and shall terminate on December 31, 2011.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office is as follows: 1711-A South Tenth Street, Safety Harbor, FL 34695. The name and address of the Company's initial registered agent in the State of Florida is as follows: Paradise Development Group, Inc., a Florida corporation, located at 1711-A South Tenth Street, Safety Harbor, FL 34695.

**ARTICLE IV  
REQUIREMENTS FOR ADMISSION OF ADDITIONAL  
MEMBERS**

Additional persons may be admitted to the Company as Members and membership interests may be created and issued to these persons upon the approval of holders of at least fifty-one percent (51%) of the remaining Members entitled to vote. The Members entitled to vote are as specified within the Company's Operating Agreement and Regulations.

**ARTICLE V  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The written consent of fifty-one percent (51%) of the Members entitled to vote as specified within the Company's Operating Agreement and Regulations.
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a Member, or any other event which terminates the membership of a Member in the Company, unless within ninety (90) days after such event all of the remaining Members agree in writing to continue the business of the Company.

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ARTICLE VI  
MANAGEMENT

The Company will be managed by one Manager in accordance with the Company's Operating Agreement and Regulations. The name and business address of the sole initial Manager who shall serve until the first annual meeting of Members or until its successor(s) is elected and qualified is:

NAME

ADDRESS

Paradise Development Group, Inc.,  
a Florida corporation

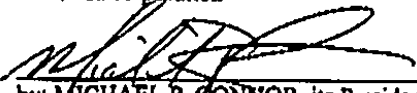
1711-A South Tenth St.  
Safety Harbor, FL 34695

ARTICLE VII  
PURPOSE

The Company is organized for any lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 2nd DAY OF February, 1996.

PDG HOLDINGS CORPORATION,  
a Florida corporation

  
by: MICHAEL P. CONNOR, its President

STATE OF FLORIDA  
COUNTY OF PINELLAS

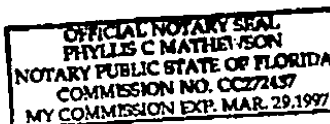
The foregoing instrument was acknowledged before me this 2nd day of February, 1996, by MICHAEL P. CONNOR, as President of PDG Holdings Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me (or who has produced \_\_\_\_\_ as identification).

NOTARY PUBLIC

Sign

Print

Phyllis C. Mathewson  
State of Florida at Large (Seal)  
My Commission Expires:



02/02/96 14:50

913 783 4400

HOWARD STROSS PA

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Paradise Hollybrook, L.C.

2. The name and address of the registered agent and office is:

Paradise Development Group, Inc.

1711-A South Tenth Street

Safety Harbor, Florida 34695

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

Paradise Development Group, Inc.  
a Florida corporation

  
By Michael P. Confor  
Its President

2/2/96  
(Date)

FILED  
96 FEB -5 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **PARADISE HOLLYBROOK, L. C.**, a Florida limited liability company, deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is: One Hundred (\$100.00) Dollars.
3. If any, the agreed value of property other than cash contributed by member(s) is: \$-0-.
4. The total amount of cash or property anticipated to be contributed by member(s) is: One Hundred (\$100.00) Dollars. The total from 2 and 3 above is: One Hundred (\$100.00) Dollars.

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

**PDG HOLDINGS CORPORATION,**  
a Florida corporation

  
by: **MICHAEL P. CONNOR**  
Its President

Dated: February 2, 1996.

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STATE OF FLORIDA  
COUNTY OF PINELLAS

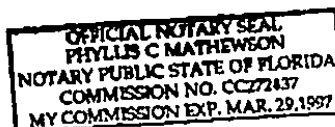
The foregoing instrument was acknowledged before me this 2nd day of February, 1996, by **MICHAEL P. CONNOR**, as President of **PDG Holdings Corporation**, a Florida corporation, on behalf of the corporation. He is personally known to me (or who has produced \_\_\_\_\_ as identification).

NOTARY PUBLIC

Sign

Print

*Phyllis C. Mathewson*  
*Phyllis C. Mathewson*  
State of Florida at Large (Seal)  
My Commission Expires:



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