

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-22-1111
1-800-342-8086

800-342-8086



19600000183

ACCOUNT NO. : 072100000032

REFERENCE : 844797 116540

AUTHORIZATION : Patricia Pizitz

COST LIMIT : \$ 205.00

ORDER DATE : February 13, 1996

ORDER TIME : 10:26 AM

ORDER NO. : 844797

800001713968

CUSTOMER NO: 116540

CUSTOMER: Judy Wikel, Legal Assistant
HOLTZMAN KRINZMAN EQUELS &
SIGARS, PA
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

FILED
96 FEB 14 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FL 32304

DOMESTIC FILING

NAME: BAYWEST HOLDINGS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

T. BROWN FEB 19 1996

RECEIVED
96 FEB 13 PM 12:25
DIVISION OF CORPORATION

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BAYWEST HOLDINGS, L.C.
Ref. Number: W96000003378

*Please give the 14th
file date*

We have received your document for BAYWEST HOLDINGS, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The signature on the affidavit must be notarized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 796A00006466

RECEIVED
56 FEB 16 PM 1:13
DIVISION OF CORPORATIONS

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

BAYWEST HOLDINGS, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/c 2001 South Surf Road, Apt. No. 7D
Hollywood Beach, FL 33019

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Thirty (30) years from the filing date of these Articles of Organization

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Samuel F. Investments Limited
5332 Highway #7
Woodbridge, Ontario
L4L 1T3

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be as determined by the unanimous vote of the members.

ARTICLE VI - Members Rights to Continue Business:

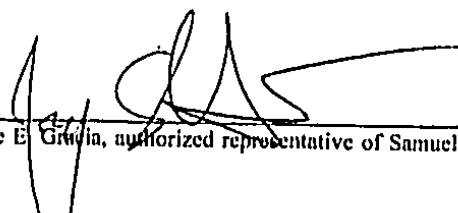
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as determined by the unanimous vote of the members.

FILED
FEB 14 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Baywest Holdings, L.C. 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 \$200.00;
- (3) if any, the agreed value of property other than cash contributed by member(s) is \$160,000.00. A description of the property is attached hereto and made a part hereof;
- (4) the total amount of cash or property anticipated to be contributed by member(s) is \$160,200.00. This total includes amounts from 2 and 3 above.



Jorge E. Gracia, authorized representative of Samuel F. Investments Limited

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me on this 12th day of February, 1996, by Jorge E. Gracia, on behalf of Samuel F. Investments Limited. He is personally known to me.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: Judy L. Wikel

Print: JUDY L. WIKEL

My commission expires:



**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: Baywest Holdings, L.C.
2. The name and address of the registered agent and office is:

HKE&F Registered Agent Corp.
(Name)

2601 S. Bayshore Drive, Suite 600
(P.O. Box not acceptable)

Miami, FL 33133
(City/State/Zip)

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

Arthur J. Furia
Arthur J. Furia, Vice President
HKE&F Registered Agent Corp.

Feb. 12, 1996
Date

FILED
96 FEB 14 AM 9 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA