

L96000000588

Sunstate Research Assoc.
Requestor's Name

PO Box 11271
Address

Tall FL 32302
City/State/Zip Phone #

SECRETARY OF STATE
-06/03/96--01001--010
****205.00 ****205.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Florida Shelf Project #8 GP, L.C.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 MAY 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAY 28 AM 11:31
DIVISION OF CORPORATION

REGISTER MAY 28 1996

Examiner's Initials

FILED

ARTICLES OF ORGANIZATION OF
FLORIDA SHELF #8 GP, L.C.

96 MAY 28 PM 11 10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is FLORIDA SHELF #8 GP, L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 7575 Dr. Phillips Boulevard, Suite 230, Orlando, Florida 32819.

ARTICLE III - Duration

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.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its manager (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:

Hearthstone Advisors, Inc.
16830 Ventura Boulevard
Suite 352
Encino, CA 91436

ARTICLE V - Admission of Additional Members

The right, if given of the remaining members to admit additional members and the terms and conditional 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 Company's initial registered office is 7575 Dr. Phillips Boulevard, Suite 230, City of Orlando, County of Orange, State of Florida 32819, and the name of its initial registered agent at such office is Mr. Ron Fenn.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLORIDA SHELF #8 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.

RON FENN,
Registered Agent



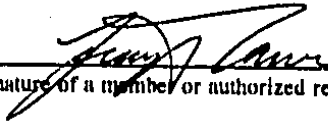
Dated: May 22, 1996

FILED
95 MAY 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FLORIDA SHELF #8 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 of 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 MAY 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L96000000588

Sumate K...
Requestor's Name

Address

City/State/Zip Phone #

FILED

96 NOV 19 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 105 00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Shelf #8GPLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

100002022061--1
-12/06/96--01028--023
****105.00 ****105.00

File 1st

Walk in
 Mail out

Pick up time _____
 Will wait Photocopy

Certified Copy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

RECEIVED
96 NOV 19 PM 2:14
DIVISION OF CORPORATION

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS NOV 20 1996

Examiner's Initials

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
FLORIDA SHELF #8 GP, L.C.

FILED
96 NOV 19 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of this company is FLORIDA SHELF #8 GP, L.C. (hereinafter called the "Company").
2. The Articles of Organization of the Company were filed on May 28, 1996.
3. Article I of the Company's Articles of Organization is deleted and replaced by new Article I, as follows:

ARTICLE I - Name

The name of the Limited Liability Company is "COCONUT POINTE-COCONUT CREEK GP, L.C."

4. Except as hereby amended, the Articles of Organization of the Company shall remain the same.
5. The amendment made herein to the Articles of Organization of the Company was adopted by the unanimous consent of the members of the Company on the date of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned Manager of the Company has executed this Certificate of Amendment, this 12th day of November, 1996.

HEARTHSTONE ADVISORS, INC.,
a California corporation
Manager, an authorized representative

By:


Tracy T. Carver
Senior Vice President

L9600000588

PO Box 11271
Address
Tall FL 32302
City/State/Zip Phone #

800002020608--4
-12/05/96--01015--012
****210.00 ****105.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Coconut Pointe - Coconut Creek G.P., L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC-2 1996
PH 3:19

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>L.C.</u>
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED RECEIVED
96 DEC -2 PM 3:09 -2 PM 12:14
SECRETARY DIVISION
TALLAHASSEE, FLORIDA CORPORATION

NC
PRG
R-2

Examiner's Initials

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
COCONUT POINTE-COCONUT CREEK GP, L.C.

FILED
96 DEC -2 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of this company is COCONUT POINTE-COCONUT CREEK GP, L.C. (hereinafter called the "Company").
2. The Articles of Organization of the Company were filed on May 28, 1996.
3. Article I of the Company's Articles of Organization is deleted and replaced by new Article I, as follows:

ARTICLE I - Name


The name of the Limited Liability Company is "COCONUT POINT-COCONUT CREEK GP, L.C."

4. Except as hereby amended, the Articles of Organization of the Company shall remain the same.
5. The amendment made herein to the Articles of Organization of the Company was adopted by the unanimous consent of the members of the Company on the date of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned Manager of the Company has executed this Certificate of Amendment, this 26th day of November, 1996.

HEARTHSTONE ADVISORS, INC.,
a California corporation
Manager, an authorized representative

By:


Tracy T. Carver
Senior Vice President