

L97000000012

Law Office
of

Robert Lee Ratliff III, P.A.

December 30, 1996

Return to
Plus ASB

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, Florida 32301

FILED
97 JAN -3 AM 9 31
TALLAHASSEE, FLORIDA

Re: Champs Elysée L.L.C.

Gentlemen:


Please find enclosed:

1. Two (2) original copies of the Articles of Organization for Champs Elysée L.L.C.
2. Two (2) Affidavits with copy of Articles of Organization attached.
3. A check in the amount of \$337.50 (\$304.50 + \$33.00), made payable to the Secretary of State for filing fees and a certified copy.
4. A check in the amount of \$10.00 made payable to Attorneys' Title Insurance Fund, Inc. to cover said fee.

You are hereby requested to file the enclosed Articles of Organization with the Secretary of State, fax us a copy of the confirmation page, and mail the certified copy to this office.

Your assistance in this matter is greatly appreciated.

Sincerely yours,


James M. Eberle
Legal Assistant

enclosures

600002050626--1
-01/08/97--01059--001
*****33.00 *****33.00
600002050626--1
-01/08/97--01059--002
*****304.50 *****304.50

me 1/3/97

**ARTICLES OF ORGANIZATION
OF
CHAMPS ELYSÉE L.L.C.**

FILED
97 JAN -3 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby form a limited liability company pursuant to the laws of the State of Florida.

ARTICLE I

NAME

The name of this limited liability company shall be
CHAMPS ELYSÉE L.L.C.

ARTICLE II

DURATION

This limited liability company is to exist perpetually.

ARTICLE III

NATURE, PURPOSES AND POWERS

The general nature and purpose of the business or businesses to be transacted and which this limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of this limited liability company, shall be as follows:

1. To engage or transact in any lawful activity or business.
2. To carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of

Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of this limited liability company's powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid,

assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature and purpose of the business or businesses to be transacted by this limited liability company shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by the reference to or inference from the terms of any other clause. They shall each be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not,

under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV

MAILING ADDRESS AND STREET ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of this limited liability company shall be 2340 Periwinkle Way, Suite J-3, Sanibel Island, Florida 33957, Lee County, State of Florida.

ARTICLE V

NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent of this limited liability company shall be: ROBERT LEE RATLIFF III, 2340 Periwinkle Way, Suite J-3, Sanibel Island, Florida 33957.

ARTICLE VI

RESTRICTIONS ON MEMBERSHIP

This limited liability company shall have the right to admit new members by unanimous written consent of all the existing members. Contributions required of new members shall be determined by the unanimous vote of all the existing members as of the time of admission of the new members to this limited liability company.

ARTICLE VII

CONTINUATION OF BUSINESS

Upon 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 this limited liability company, the remaining members shall have the right to continue the business of this limited liability company upon unanimous written consent of the remaining members.

ARTICLE VIII

MANAGEMENT

CHAMPS ELYSÉE L.L.C. is to be managed by a manager and the name and address of the manager who is to serve as manager until his successor is elected and qualified are as follows: BERNARD J. TOURILLON, 2340 Periwinkle Way, Suite J-3, Sanibel Island, Florida 33957.

The undersigned, BERNARD J. TOURILLON, being one of the original members of CHAMPS ELYSÉE L.L.C., hereby certify that the foregoing constitutes the Articles of Organization of CHAMPS ELYSÉE L.L.C.

STATE OF FLORIDA
~~COUNTRY OF CANADA~~
COUNTY OF LEE
~~PROVINCE OF~~

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared
BERNARD J. TOURILLON, who upon being duly sworn, deposed, and says:

1. That I am over eighteen years of age, competent to make
this affidavit and have personal knowledge of the facts stated in
this affidavit.

2. That all the facts stated in this affidavit are true and
correct.

3. That I, BERNARD J. TOURILLON, am one of the members of
CHAMPS ELYSÉE L.L.C.

4. A copy of the Articles of Organization of CHAMPS ELYSÉE
L.L.C. is attached hereto.

5. CHAMPS ELYSÉE L.L.C. has at least two (2) members.

6. Five Hundred (\$500.00) Dollars is the amount of cash
contributed by the members of CHAMPS ELYSÉE L.L.C.

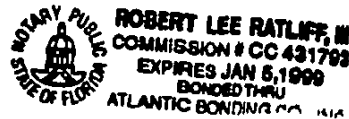
7. No property other than cash has been contributed by the
members of CHAMPS ELYSÉE L.L.C. No additional cash nor other
property is anticipated to be contributed by the members to CHAMPS
ELYSÉE L.L.C.


BERNARD J. TOURILLON

SWORN TO AND SUBSCRIBED before me under oath by BERNARD J.
TOURILLON who is personally known to me or who has produced his
driver's license as identification on the 24th day of
December, 1996.



Notary Public

My Commission Expires:



FILED
97 JAN -3 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by BERNARD J. TOURILLON on the 12 day of
November 22, 1996.


BERNARD J. TOURILLON

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

ROBERT LEE RATLIFF III having been designated as the Registered Agent in the above and foregoing Articles of Organization of CHAMPS ELYSÉE L.L.C., states that he is a resident of the state of Florida, his street address is identical with the mailing and street address of this limited liability company and he is familiar with and accepts the obligations of the position of Registered Agent of CHAMPS ELYSÉE L.L.C.


ROBERT LEE RATLIFF III

FILED
97 JAN -3 PM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA