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1/17/97

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CONTACT: RAY STORMONT

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NAME: UNIVERSITY COUNTRY CLUB FAMILY GOLF AND RECR

AUDIT NUMBER.....H97000001072

DOC TYPE.....LIMITED LIABILITY COMPANY

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PAGES..... 5

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SECRETARY OF STATE
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1997

EMPIRE

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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FAX Aud. #: H97000001072
Letter Number: 797A00002786

ARTICLES OF ORGANIZATION**OF****UNIVERSITY COUNTRY CLUB FAMILY GOLF AND RECREATION CENTER, L.C.**

The undersigned subscribers to these Articles of Limited Liability Company, being natural persons, competent to contract, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I**NAME**

The name of the Limited Liability Company shall be:
UNIVERSITY COUNTRY CLUB FAMILY GOLF AND RECREATION CENTER, L.C.

ARTICLE II**PRINCIPAL OFFICE**

The Principal Office and the Registered Agent's Office shall be located at 9400 SW 130 AVENUE, MIAMI, FLORIDA 33186 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE III**TERM**

This Limited Liability Company shall have perpetual existence.

Prepared By David A. Rosenblatt
Florida Bar No.: 253758
9190 Sunset Drive
Miami, Florida 33173
Telephone: (305) 595-3444


FILED
JAN 22 1997
7:54

ARTICLE IV

This Limited Liability Company will be managed by two members. The list of names and addresses of the individuals who will serve as managers are:

<u>NAME</u>	<u>ADDRESS</u>
James W. Hall	9400 SW 130 Avenue, Miami, Florida
Paul Visaggio	9400 SW 130 Avenue, Miami, Florida

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Dade County, Florida, this 16th day of January, 1997.

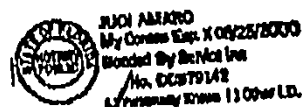

JAMES W. HALL

STATE OF FLORIDA)
 ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared JAMES W. HALL, to me well known to be the individual described in and who executed the foregoing Articles of Limited Liability Company of University Country Club Family Golf and Recreation Center, L.C., and he acknowledged before me that he signed and executed the same for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me this 16 day of January, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



AFFIDAVIT

STATE OF FLORIDA)

98

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JAMES W. HALL, who having produced his Florida drivers license as identification and having taken an oath, deposes and says:

1. The Limited Liability Company formed in the name of University Country Club Family Golf and Recreation Center, L.C., has at least two members.

2. The amount of cash contributed by the members as of formation is \$500.00 by each member.

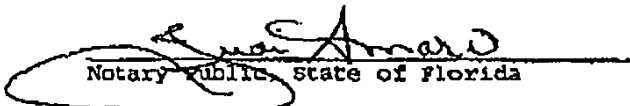
3. The amount of cash or property anticipated to be contributed by the members is Two Hundred Thousand Dollars.

4. The total amount of 2 and 3 is Two Hundred Thousand Five Hundred Dollars.

FURTHER AFFIANT SAYETH NOT.


JAMES W. HALL, Affiant

SWORN TO AND SUBSCRIBED before me this 16 day of January, 1997.


Notary Public, State of Florida

My Commission Expires:



JUDY AMARO
My Comm Exp. X 08/25/2000
Bonded By Service Inc
No. CC379142
[I Regularly Renew] [I Other L.C.]

This Instrument Prepared By:

DAVID A. ROSENBLATT, ESQ.
9190 Sunset Drive
Miami, Florida 33173
Tel. (305) 595-3444


JAN-21-1997 15:41

EMPIRE CORPORATE KIT

P.05/06

CERTIFICATE ACCEPTING DESIGNATION
OF
REGISTERED AGENT

I, James W. Hall, hereby certify that I have accepted the designation as Registered Agent of University Country Club Family Golf and Recreation Center, L.C., and agrees to serve as its agent to accept service of process within the State at its Registered Office.


James W. Hall

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