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From: Karl Ruhnke
8 S.E. 2nd Avenue
Unit 1002
Miami, FL 33131
(305) 358-6400

To: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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To whom this may concern:

Enclosed are the Articles of Organization of Gondolas in Paradise, L.C., a new Limited Liability Company. Also please find check # 1375 in the amount of \$337.50, of which \$285 covers fees and \$52.50 covers the amount for a certified copy.

Please send the certified copy to registered agent at:

Karl Ruhnke
8 S.E. 2nd Avenue
Unit 1002
Miami, FL 33131
(305) 358-6400

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Thank you.

Kr.6

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and VIII 11/15/97
affidavit
R.A. Sigi



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1997

KARK RUHNKE
8 S.E. 2ND AVENUE
UNIT 1002
MIAMI, FL 33131

SUBJECT: GONDOLAS IN PARADISE, L.C.
Ref. Number: W97000003655

We have received your document for GONDOLAS IN PARADISE, L.C. and check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

ARTICLE XIII IS MISSING FROM ARTICLES OF ORGANIZATION, PLEASE CORRECT.

The registered agent must sign accepting the designation.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 397A00008010

ARTICLES OF ORGANIZATION OF
GONDOLAS IN PARADISE, L.C.

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TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of this Limited Liability Company is GONDOLAS IN PARADISE, L.C.

ARTICLE II
DURATION

This limited Liability Company shall exist for a period of thirty (30) years commencing on the date these Articles are filed with the Secretary of State of Florida.

ARTICLE III
PURPOSE

This Limited Liability Company is created for the purpose of transacting the business of operating, managing, and franchising gondola services, and such other business as may be agreed upon from the time to time by the members.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be Key West Bight, 201 William Street, Key West, Florida 33040, and/or such other place or places as the members from time to time may determine. The initial Registered Agent of this Limited Liability Company shall be Karl Ruhnke, 201 William Street, Key West, Florida 33040.

ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall be the sum of Seven Thousand Five Hundred Dollars (\$7,500.00) which will be contributed by the members in the following amounts:

1. Karl Ruhnke, 100% payable in cash prior to or upon registration of the company.

In addition to the initial capital contribution, each member may be called upon by a vote of the majority of the members to make additional contributions to capital proportional to its initial contribution. Failure of any member to make its initial contribution or additional called for contributions will require the delinquent member to pay an interest penalty of 18% on the delinquent amount until paid, and the remaining members may vote to remove the member from the Company for lack of capital contribution as provided in Article XIII.

ARTICLE VI MANAGEMENT OF THE BUSINESS

Management of this Limited Liability Company shall be assigned to a third party "manager" selected and contracted annually by the members. The manager will have no direct equity interest in the Company, but may be given certain profit sharing benefits as an incentive. Specific rules regarding duties of the manager are incorporated by reference.

ARTICLE VII REGULATIONS

At the time of executing these Articles of Organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of the Company not inconsistent with law or these Articles. The power to alter, amend or repeal these regulations shall be vested in the manager(s) of the Company appointed by the members pursuant to these Articles.

ARTICLE VIII PROPERTY

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise, shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX MEETINGS OF MEMBERS

Annual meetings of the members shall be held without written call within forty-five (45) days after the close of the Company's fiscal year at times and places selected by the manager and agreed by a majority of the members. Special meetings may be called in accordance with the requirements set forth in the regulations by any member after giving three (3) days notice to the other members. Notice of special

meetings shall be by written notice or by telephone to each member. Attendance at a meeting constitutes acceptance of a waiver of notice. Meetings may be held by telephone.

Minutes shall be kept of all regular and special meetings.

ARTICLE X TRANSFERABILITY OF MEMBER'S INTEREST

A member's interest in this Company may be transferred only with the unanimous written consent of all the remaining members if the transferee intends to become a member. Without this consent, the transferee shall not be entitled to become a member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation, or return of contributions to which the transferor otherwise would be entitled.

ARTICLE XI PROFITS AND LOSSES

Profits and losses generated by the business of the Company shall be passed through to the members in their proportionate share to Article V, above.

ARTICLE XII ADMISSION OF NEW MEMBERS

Additional members may be admitted from time to time with the written consent of two thirds majority of the current members on such terms and conditions as are set forth in the regulations.

ARTICLE XIII WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

In the event any member desires to withdraw or retire from the Company, or he (or the principal owner of the member if a company) becomes disabled so that he is unable to fulfill his obligations to the Company as specified in these Articles, the member shall give sixty (60) days notice of his intention in writing by registered or

certified mail to the other members at the last known address of each member. If any member is adjudged incompetent or insane, his guardian shall give notice thereof to each of the other members in the same manner.

Any member may be expelled from membership in the Company by a two-thirds majority vote of the other members on the following grounds:

1. Failure of a member to make, when due, any contribution required to be made, or to meet any other obligation to the Limited Liability Company under the terms of these Articles, when such failure has continued for a period of thirty (30) days after written notice thereof;

2. Adjudication of the member, or principal owner(s) of the member if a company, as insane or incompetent.

3. Disability of the member, or principal owner(s) of the member if a company, to the extent that he is unable to fulfill his obligations to the Company as specified in these Articles.

4. The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the member as a bankrupt or insolvent in proceedings filed against such member under any such act or statutes; or,

5. Any unlawful act causing damage to the Limited Liability Company.

On the occurrence of any event listed in the subparagraph above, the defaulting member may be expelled from membership in the Company by a two-thirds majority vote of the other members upon giving the defaulting member fifteen (15) days notice of expulsion. The notice shall briefly state the grounds for the expulsion.

Upon withdrawal, retirement, bankruptcy, expulsion or death of a member in good standing of the Company, and by two-thirds majority vote of the remaining members, the Company shall pay the member or his estate the value of his interest in the Company, such value being determined by: (1) adding the totals of (a) his capital account, (b) his income account, and (c) any other amounts owed to him by the Company, and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by him to the Company. Additionally, by two-thirds majority of the remaining members, the Company may continue to pay the former member a portion of future earnings as determined by his contribution to those projected earnings.

ARTICLE XIV
DISSOLUTION, WINDING UP, LIQUIDATION

This Limited Liability Company shall be dissolved upon expiration of its term of existence or upon written consent of a two-thirds majority of its members.

Upon dissolution of the Company, it shall be wound up and liquidated as quickly as circumstances allow. The assets of the company shall be applied to company liabilities in the following order:

1. Amounts owing creditors other than members.
2. Amounts owing to members other than for capital and profits.
3. Amounts owing to members in respect to capital.
4. Amounts owing to members in respect to profits.

ARTICLE XV
NOTICE TO MEMBERS

All notices to the members shall be deemed effective when given by personal delivery or by certified mail, return receipt requested.

ARTICLE XVI
AMENDMENTS

These Articles, except for the vested rights of the members, may be amended from time to time by a two-third majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Department of State. All members agree to abide by the majority decision and agree to sign the amendments for the purpose of filing with the Florida Department of State.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on this 23 day of December, 1996.



KARL RUHNKE
President/Treasurer/Secretary
Registered Agent

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a notary public authorized in the State and County set forth above, personally appeared KARL RHUNKE, personally known to me or who has produced Florida Drivers Lic and who as Incorporator, executed the foregoing and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of December, 1996.



NOTARY PUBLIC
My Commission Expires:



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GONDOLAS
IN PARADISE, 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 \$ 7500.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 1000.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 500.
- 5) the total amount of 2, 3, and 4 is \$ 9000.

[Signature] MEMBER

Signature of a member or authorized representative of a member.
(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.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

GONDOLAS IN PARADISE, L.C.

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


KARL RUHNKE
(Name)
KEY WEST BIGHT
201 WILLIAM ST.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
KEY WEST, FL. 33040
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.


(Signature)

2-24-97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent