

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

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FILING

limited liability

1.) Gator Bay Harbor II, L.C.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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97 MAY 30 AM 9:50
DIVISION OF CORPORATION

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Articles of Organization
of
GATOR BAY HARBOR II, L.C.

The undersigned members hereby form a limited liability company under the laws of the State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is:

GATOR BAY HARBOR II, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

The term of existence of the Company shall be for a period of fifty (50) years from the filing date of these Articles of Organization, unless otherwise dissolved pursuant to Article VIII hereof.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o Gator Realty & Management
2250 N.E. 163rd Street
Suite #6
North Miami Beach, FL 33160

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

2250 N.E. 163rd Street
Suite #6
North Miami Beach, FL 33160

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Glenn Holzberg, Esq.
9130 South Dadeland Blvd.
Suite #1902
Miami, Florida 33156

ARTICLE VI. MEMBERS

The members shall be entitled to admit additional members upon the unanimous consent of all then current members. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with Articles of Organization and Regulations of the Company then in existence.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the unanimous vote or written consent of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless all of the remaining members consent to continue the Company.

ARTICLE IX. MANAGER

The Company shall be managed by a manager. The name and address of the initial manager is set forth below. The initial manager shall serve as the manager until the first annual meeting of members or until his successor is elected and qualified. Such individual shall serve as the manager until the first annual meeting of members or until his successor is elected and qualified.

Kurt Dohle
Alte Heerstr. 53
Sankt Augustin 1
Germany

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the unanimous vote or written consent of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

The members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the unanimous vote or written consent of the members of the Company

IN WITNESS WHEREOF, the undersigned members have executed the foregoing Articles of Organization as of the 29th day of May, 1997.

MEMBERS


KURT DOHLE

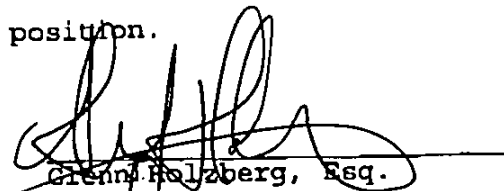

KLAUS DOHLE


RALF DOHLE

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Statutes:

Having been appointed registered agent of GATOR BAY HARBOR II, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.


Glenn Holzberg, Esq.

Dated: May 29, 1997

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STATE
FALLS CHURCH, VA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to F.S. 608.408(3), the undersigned members of GATOR BAY HARBOR II, L.C., a Florida limited liability company, herein referred to as the "Company", who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by the members is as follows:

\$100.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$530,000.00

4. The total amount of capital contributions to the Company made by the members shall be as follows:

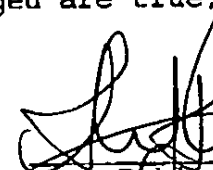
\$530,100.00

5. There have been no contributions to the Company made by the members other than cash contributions.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

DATED: May 29, 1997


Kurt Dohle, Member


Klaus Dohle, Member


Ralf Dohle, Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA

POWER OF ATTORNEY

GATOR BAY SOMERSET LTD, and its assigns hereby appoints **GLENN J. HOLZBERG, ESQUIRE**, Two Dattran Center, Suite 1902, 9130 South Dadeland Boulevard, Miami, Florida, 33156, a true and lawful attorney for the undersigned, and declare and grant unto him, full power and authority to do and perform all and every act and thing whatsoever and necessary to be done with respect to the management, which includes but is not limited to the property described below, and all property located in this State of Florida and the United States of America, and to authorize said attorneys in fact to undertake any acts they deem necessary and appropriate to lease, collect rents, maintain, secure, administer, insured, preserve, inspect, supervise, or any other action, agreement or undertaking as fully as I could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming that my said attorney shall lawfully do or cause to be done by virtue hereof.

The property which is initially included but not limited by this Power of Attorney is located at 9481 E. Bay Harbor Drive, Miami, Florida a/k/a Lot 6, Block 1, BAY HARBOR ISLAND. Plat Book 46 at Page 5, according to the Public Records of Dade County, Florida.

This Power of Attorney, however, may be expanded to include additional property that the Company and its assigns, may from time to time hereafter acquire in or about in the State of Florida, and the United States of America, without any further power of authority required other than this power.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 09th day of ~~December~~ September, in the year one thousand nine hundred and ninety-six.

Sealed and delivered in the presence of

GATOR BAY SOMERSET LTD
And Its Assign

Print Name: Kurt Dohle

BY: [Signature]

Its: Gator Bay Somerset LTD

Print Name: /

BE IT KNOWN, that on this 09th day of ~~December~~ September, 1996, before me, a Notary Public in and for the Nordrhein-Westfalen duly commissioned and sworn personally came and appeared **GATOR BAY SOMERSET LTD.**, by and through its Kurt Dohle to me personally known or Personalausweis as identification, and known to me to be the same person described in and who executed the within power of attorney, and has acknowledged the within power of attorney to be his act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

[Signature]
NOTARY PUBLIC