

L970000000814

LAW OFFICES
STEPHEN J. SIMMONS
PROFESSIONAL ASSOCIATION
321 SOUTHEAST 15TH AVENUE
FORT LAUDERDALE, FLORIDA 33301

STEPHEN J. SIMMONS
TIMOTHY F. MALIN

TELEPHONE (954) 467-2000
TELECOPIER (954) 467-2306

MAILING ADDRESS
POST OFFICE BOX 2427
FORT LAUDERDALE, FLORIDA 33303

November 29, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

L97-814

MJH

100003485161--7
-12/04/00--01118--003
*****60.00 *****60.00

Re: Indigo Resorts International, L.C., a limited liability company
Document No. L97000000816
Our File No. 98-1070

To Whom It May Concern:

This firm represents Indigo Resorts International, L.C., a limited liability company. Enclosed you will find for filing the original and one copy of the Articles of Amendment to Articles of Organization of Indigo Resorts International, L.C. with also include a Statement of Change of Registered Office and Registered Agent.

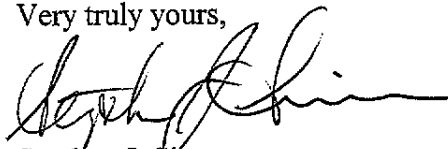
I have also enclosed herein this firm's check in the amount of \$60.00 to cover the following fees:

Filing fee: \$25.00
Certified Copy: \$30.00
Certificate of Status: \$ 5.00.

Please file the enclosed Articles of Amendment and provide me with a certified copy of the same and a Certificate of Status. Please forward the certified copies to STEPHEN J. SIMMONS, P.A., P.O. BOX 2427, FORT LAUDERDALE, FLORIDA 33301.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



Stephen J. Simmons
For the Firm

SJS/fh

Enclosures

cc: Mary Ann Bongiorno

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 1:12

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
INDIGO RESORTS INTERNATIONAL, L. C.
a Florida Limited Liability Company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -4 PM 1:12

WITNESSETH:

That the date of filing of the original Articles of Organization was July 29, 1997;

WITNESSETH:

That the undersigned has the authority to execute and file these Amended Articles of Organization;

WITNESSETH:

That INDIGO RESORTS INTERNATIONAL, L.C., upon the authority of the undersigned member, does hereby adopt the following Amended Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is as follows:

INDIGO RESORTS INTERNATIONAL, L.C.

**ARTICLE II
ADDRESS**

The address of the principal office and/or mailing address of the Limited Liability Company is as follows:

c/o Mary Ann Bongiorno
Indigo Resorts International, L.C.
4053 South Surf Road
Hollywood, Florida 33019.

ARTICLE III DURATION

This Limited Liability Company shall have an existence of twenty (20) years commencing on the date of the filing of these Articles of Organization with the Department of State of Florida.

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Limited Liability Company is 321 Southeast 15th Avenue, Fort Lauderdale, Florida 33301, and the name of the registered agent of this Limited Liability Company at such address is Stephen J. Simmons.

ARTICLE V MEMBERSHIP AND MEMBERSHIP INTERESTS OF MEMBERS

The rights of the members of the Limited Liability Company shall be determined in reference to their membership interest in the Limited Liability Company and not in reference to a "Capital Account" as defined in Chapter 608 of the Florida Statutes. The Affidavit of Membership and Membership Interest in the Limited Liability Company, which Affidavit is attached hereto as Exhibit A and incorporated herein by reference, sets forth the members of the Limited Liability Company and their respective membership interests in the same.

ARTICLE VI MANAGEMENT

The Limited Liability Company is to be managed by its members and the name and address of the managing member is as follows:

Mary Ann Bongiorno
4053 South Surf Road
Hollywood, Florida 33019.

ARTICLE VII MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of this Limited Liability Company to continue the business on 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 the Limited Liability Company shall be that the remaining members shall have a right to continue business and shall further have the right, in the case of the death, retirement or resignation of a member, to admit an additional member in accordance with Article V above.

ARTICLE VIII
ADMISSION OF ADDITIONAL MEMBERS

The right to admit additional members to this Limited Liability Company and the terms and conditions of the admissions shall be only by the written consent of the managing member.

ARTICLE IX
TRANSFER OF MEMBER'S INTEREST

The managing member of the Limited Liability Company may transfer her interest in the Limited Liability Company freely, without the consent of other members. Other members of the Limited Liability Company may only transfer their interests in the Limited Liability Company upon the express written consent of the managing member.

ARTICLE X
WITHDRAWAL OF A MEMBER

A member of the Limited Liability Company may withdraw from the Limited Liability Company upon 45 days written notice to all other members provided that the withdrawing member has complied with the Articles of Organization and Operating Agreement of the Limited Liability Company and provided that all outstanding obligations of the withdrawing member to the Limited Liability Company have been satisfied.

ARTICLE XI
REMOVAL OF MEMBER

A member of the Limited Liability Company other than the managing member may be removed as a member of the Limited Liability Company by the managing member for violating the Articles of Organization or Operating Agreement of the Limited Liability Company or if the member takes any action to the detriment of the Limited Liability Company. The foregoing grounds are sufficient to subject a member, other than the managing member, to removal, however, such removal shall not be automatic and shall not occur without the express written consent of the managing member.

ARTICLE XII
LIMITATION ON AGENCY AUTHORITY OF MEMBERS

No member of the Limited Liability Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a member. Such authority can only be granted by written authorization of the managing member.

**ARTICLE XIII
LIMITED LIABILITY PROPERTY**

Only the managing member shall have the authority to acquire, mortgage, hypothecate, pledge, encumber, sell or otherwise dispose of Limited Liability Company property and/or execute documentation to effect the same.

**ARTICLE XIV
DISTRIBUTION**

The Limited Liability Company may, from time to time, make distributions of its property to its members in accordance with Chapter 608 of the Florida Statutes and the Limited Liability Company's governing documents. In any event, no distribution may be made if, after the distribution, the Limited Liability Company would not be able to pay its debts as they become due in the usual course of business, or if the Limited Liability Company's total assets would be less than the sum of its total liabilities, excluding liabilities to members on account of their capital contributions.

**ARTICLE XV
SHARING OF PROFITS AND LOSSES**

Sharing of profits and losses shall be allocated on the basis of each member's membership interest in the Limited Liability Company, which membership interest is set forth in Exhibit A attached hereto.

**ARTICLE XVI
VOTING**

Members of the Limited Liability Company are entitled to vote on matters concerning the Limited Liability Company and each member's vote shall be weighed in accordance with each member's membership interest in the Limited Liability Company as set forth in Exhibit A hereto.

**ARTICLE XVII
AMENDMENTS TO THE ARTICLES OF ORGANIZATION**

The Articles of Organization of the Limited Liability Company can only be amended with the express written consent of the managing member subsequent to her review of any proposed amendment.

**ARTICLE XVIII
OPERATING AGREEMENT OF THE LIMITED LIABILITY COMPANY**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Limited Liability Company shall be vested in the managing member. This power includes the power of the managing

member to adopt, alter, amend or repeal the Operating Agreement to be effective only in an emergency as defined in Chapter 608 of the Florida Statutes.

**ARTICLE XIX
MERGER**

Any plan of merger may only be effective if accepted, in writing, by the managing member.

IN WITNESS WHEREOF, I have signed these Amended Articles of Organization and acknowledged them to be my act this 20 day of November, 2000.

MANAGING MEMBER:

Mary Ann Bongiorno
MARY ANN BONGIORNO

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared MARY ANN BONGIORNO, personally known to me ~~or who produced the following identification:~~ _____ and known to me to be the person described herein and who executed the foregoing Amended Articles of Organization for the purposes therein expressed and who did/did not take an oath.

SWORN TO and SUBSCRIBED before me this 20th day of November, 2000.

Francine Houser
Notary Public, State of Florida at Large
Printed Name FRANCINE HOUSER

My Commission Expires: _____



AFFIDAVIT OF MEMBERSHIP AND MEMBERSHIP INTEREST
IN THE LIMITED LIABILITY COMPANY

STATE OF FLORIDA

COUNTY OF BROWARD

ON THIS DAY, personally appeared before me MARY ANN BONGIORNO, Managing Member of INDIGO RESORTS INTERNATIONAL, L.C., who, after being duly sworn, hereby certifies:


1. The above-named Limited Liability Company has one member;
2. The name of the member and her address is as follows:

MARY ANN BONGIORNO
4053 South Surf Road
Hollywood, FL 33019.

3. The membership interest of each member in the Limited Liability Company and the contribution of each member to the Limited Liability Company entitling each member to their relative membership interest are as follows:

MARY ANN BONGIORNO: MARY ANN BONGIORNO's ownership interest in the Limited Liability Company is 100%.

Contribution: \$150,000.00.


MARY ANN BONGIORNO
Managing Member

Sworn to and subscribed before me by MARY ANN BONGIORNO who is personally known to me or who produced the following identification: _____, on this 20th day of November, 2000.

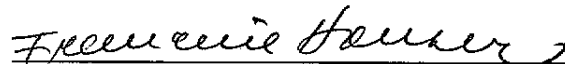

NOTARY PUBLIC - State of Florida

Exhibit A



**STATEMENT OF CHANGE OF
REGISTERED OFFICE AND REGISTERED AGENT
FOR A LIMITED LIABILITY COMPANY**

Pursuant to the provisions of §608.416 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in order to change its Registered Office and Registered Agent in the State of Florida. It must be noted that the undersigned Limited Liability Company has, simultaneously herewith, filed Amended Articles of Organization containing the new Registered Office and Registered Agent.

1. The name of the Limited Liability Company is INDIGO RESORTS INTERNATIONAL, L. C.
2. The mailing address of the Limited Liability Company is: c/o Mary Ann Bongiorno, Indigo Resorts International, L.C., 4053 South Surf Road, Hollywood, Florida 33019.
3. The date of the filing of the original Articles of Organization is July 29, 1997.
4. The document number for the original Articles of Organization is L97000000816.
5. The name of the Registered Agent and the Registered Office address as shown in the original Articles of Organization filed with the Department of State are:

Registered Agent

Harold S. Bofshever
2455 East Sunrise Boulevard
Suite 917
Fort Lauderdale, FL 33304

Registered Office

Harold S. Bofshever
2455 East Sunrise Boulevard
Suite 917
Fort Lauderdale, FL 33304.

6. The name and address of the new Registered Agent and Registered Office are as follows:


Registered Agent

Stephen J. Simmons
321 S.E. 15th Avenue
Fort Lauderdale, Florida 33301

Registered Office


STEPHEN J. SIMMONS, P.A.
321 S.E. 15th Avenue
Fort Lauderdale, Florida 33301.

It is hereby confirmed that the above changes were authorized by the sole member of the Limited Liability Company in accordance with the Amended Articles of Organization.


MARY ANN BONGIORNO
Managing Member

Date: Nov. 20, 2000

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


STEPHEN J. SIMMONS
Registered Agent

Date: 11/28/00