

L91000000948

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Naples, Florida 34103-3060
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Mark H. Muller
David L. Petersen
Jo J. Santatori
Joseph D. Zaks

Quarles & Brady

August 27, 1997

VIA: FEDERAL EXPRESS MAIL

Attorneys' Title Insurance Fund, Inc.
Leon County Branch
Corporate Information Products
600 East Jefferson, Suite 200
Tallahassee, Florida 32301

Re: Pelican Strand Real Estate Holdings, L.C., An
Organization

Gentlemen:

Enclosed please find the original and a copy of the Articles
of Organization in connection with formation of a Florida Limited
Liability Company; Certificate and Designation of Registered
Agent, and Affidavit of Membership and Contributions to be filed
with the Florida Secretary of State.

Please have these documents filed on Thursday, August 28,
1997, fax our office a copy of the filed documents as soon as
possible and return the filed documents by Federal Express mail.
Thank you. You may use our Federal Express number for return
delivery (1069-2350-7).

Also enclosed is a check in the amount of \$337.50 which
represents the following:

Articles of Organization Filing Fee	\$ 250.00
Registered Agent	35.00
Certified Copy of Articles	52.50
Total enclosed:	\$ 337.50

If you have any questions concerning this request please
contact me at 941-424-4924. If any additional funds are needed for
this filing, please advance same and bill Quarles & Brady
accordingly and you will be reimbursed immediately.

Sincerely,

QUARLES & BRADY

Suzanne Howard

Suzanne Howard
Legal Assistant to Timothy G. Hains

Will wait
Enclosures
sh

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AUG 28 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 28 2:59
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ARTICLES OF ORGANIZATION OF

PELICAN STRAND REAL ESTATE HOLDINGS, L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned two members hereby certify that we have associated ourselves together with other members for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I.

NAME

The name of the limited liability company shall be PELICAN STRAND REAL ESTATE HOLDINGS, L.C.

ARTICLE II.

DURATION

This limited liability company shall exist until August 15, 2022, unless sooner dissolved in a manner provided by law or as provided in the regulations adopted by the members.

ARTICLE III.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be 10621 Airport-Pulling Road, Suite One, Naples, Florida 34109.

ARTICLE IV.

MANAGEMENT

This limited liability company shall be managed by the members. The names and addresses of the managing members are as follows:

Robert Paul Hardy
10621 Airport-Pulling Road, Suite One
Naples, FL 34109

Maricopa Investment Corporation
10621 Airport-Pulling Road, Suite One
Naples, FL 34109

ARTICLE V.

INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The street address of the initial registered office of the limited liability company is 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103, and the name of its initial registered agent at such address is Leo J. Salvatori.

ARTICLE VI.

RESTRICTIONS ON MEMBERSHIP

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

A member's interest in the limited liability company may be sold or otherwise transferred but only after the other members have consented and waived their right of first refusal as more fully set out in the Regulations.

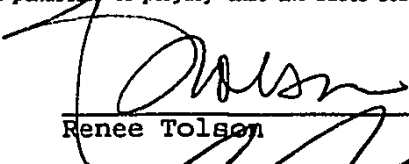
ARTICLE VII.

MEMBERS RIGHTS TO CONTINUE BUSINESS

The existence of the Company will terminate upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, however, the remaining members shall have the right to continue the business upon the unanimous consent of such remaining members.

Executed by the undersigned members at Naples, Florida on August 27, 1997.

In accordance with § 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalty of perjury that the facts stated herein are true.



Renee Tolson



Robert Paul Hardy

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 27 day of August, 1997, by RENEE TOLSON on behalf of PELICAN STRAND REAL ESTATE HOLDINGS, L.C., a limited liability company, who is personally known to me.

(SEAL)


Name: DEBORAH L. BRUGLIO
Notary Public

My Commission Expires:



STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 27 day of August, 1997, by Robert Paul Hardy on behalf of PELICAN STRAND REAL ESTATE HOLDINGS, L.C., a limited liability company, who is personally known to me.

(SEAL)


Name: DEBORAH L. BRUGLIO
Notary Public

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

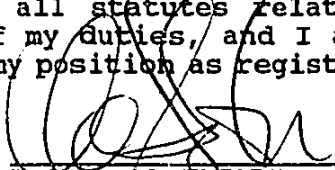
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **PELICAN STRAND REAL ESTATE HOLDINGS, L.C.**

The name of the initial registered agent of the limited liability company is **LEO J. SALVATORI**, and the address of the office of the registered agent is **4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.**

REGISTERED AGENT ACCEPTANCE

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 that 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.



LEO J. SALVATORI
Registered Agent

Date: August 21, 1997.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
PELICAN STRAND REAL ESTATE HOLDINGS, L.C.**

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97 AUG 28 PM 3:32

STATE OF FLORIDA
COUNTY OF COLLIER


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, personally appeared
RENEE TOLSON as MEMBER of PELICAN STRAND REAL ESTATE HOLDINGS, L.C.,
who, being first duly sworn deposes and says:

1. That the limited liability company known as PELICAN STRAND REAL ESTATE HOLDINGS, L.C. has at least two (2) members.
2. The total amount of cash contributed by members of PELICAN STRAND REAL ESTATE HOLDINGS, L.C. is ONE THOUSAND DOLLARS (\$1,000.00) cash.
3. Real property in Collier County, Florida with an agreed upon value of \$900,000.00 is being contributed by the members of PELICAN STRAND REAL ESTATE HOLDINGS, L.C.
4. No other property, other than cash and the real property referred to above, has been contributed by members.
5. No other cash or property is anticipated to be contributed by members.

The total amount of 2,3, and 4 is \$901,000.00

Further, Affiant sayeth naught.

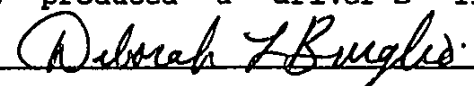

PRINT NAME: Renee Tolson
AS MEMBER OF PELICAN STRAND
REAL ESTATE HOLDINGS, L.C.

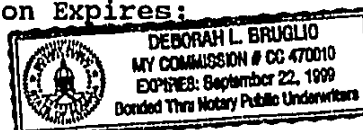
In accordance with § 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was sworn to and acknowledged before me this 27th day of Aug. 97, by RENEE TOLSON as MEMBER of PELICAN STRAND REAL ESTATE HOLDINGS, L.C., who ☐ is personally known to me or, ☐ has produced a driver's license as identification.

(SEAL)


Name: DEBORAH L. BRUGLIO
Notary Public
Commission # _____
My Commission Expires: _____



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MIAMI, FLORIDA 33181

OF COUNSEL
ALEX SOLOMIANY, ESQ.
JENNIFER CHARAK, ESQ.

July 8, 1997

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***285.00 ***285.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: American Trade, L.C.
Our File No.: 5339

Dear Sir or Madam:

Enclosed please find the following documents in connection with the filing of the above referenced Limited Liability Company:

1. Original and copy of Articles of Organization of American Centry Company, L.C.
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent and Registered Office.
4. Check in the amount of Two Hundred Eighty-Five Dollars (\$285) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to our office in the Federal Express stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,

MICHAEL FELDENKRAIS, P.A.

MICHAEL FELDENKRAIS

JUL 22 11:35B
W97-16880

Enclosures
MF/gg
5339

FILED
97 AUG 28 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

file
5339.

July 22, 1997

MICHAEL FELDENKRAIS, P.A.
12000 BISCAYNE BLVD.
SUITE 220
NORTH MIAMI, FL 33181

SUBJECT: AMERICAN TRADE, L.C.
Ref. Number: W97000016880

We have received your document for AMERICAN TRADE, L.C. and check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 497A00037148

MICHAEL FELDENKRAIS, P.A.

ATTORNEY AT LAW

MAIN OFFICE
12000 BISCAYNE BOULEVARD
SUITE 220
NORTH MIAMI, FLORIDA 33181

TEL: (305) 892-9565
FAX: (305) 892-9562
EMAIL: Feldmic@msn.com

OF COUNSEL
ALEX SOLOMIANY, ESQ.
JENNIFER CHARAK, ESQ.

8/28/1997

Att: Brenda Baker
Corporate Specialist
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDEX No

4785466136

RE: Phoenix Way, L.C.

Our File No.: 5339

Dear Sir or Madam:

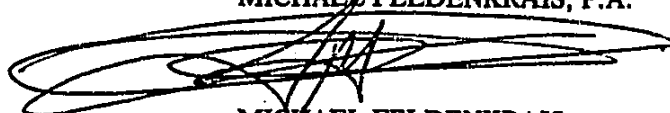
As per our conversation today please find the following documents filed already under the American Trade, L.C. Now we are making a replacement because the name was no longer available.

1. Original and copy of Articles of Organization of Phoenix Way, L.C.
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent and Registered Office.

Please file these accordingly, and return a stamped copy of these documents to our office in the in the stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,

MICHAEL FELDENKRAIS, P.A.



MICHAEL FELDENKRAIS

Enclosures
MF/gg
5339

**ARTICLES OF ORGANIZATION FOR
PHOENIX WAY, L.C.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of the Limited Liability Company is PHOENIX WAY, L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Michael Feldenkrais, P.A., Michael Feldenkrais, Esq., 12000 Biscayne Blvd., Suite 220, Miami, Florida, 33181.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is Jorge Mendoza, whose address is 1580 NW 128 Drive, Sunrise, Florida 33323.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.


ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of PHOENIX WAY, 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 Members is \$100.
3. The agreed value of property other than cash contributed by a member is \$0.
4. The total amount of cash or property anticipated to be contributed by the Members is \$100. This total includes amounts from items 2 and 3 above.



JORGE MENDOZA, Managing 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)

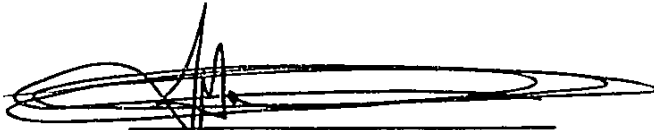
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 Phoenix Way, L.C.
2. The name and address of the Registered Agent and office is:

Michael Feldenkrais, P.A.
Michael Feldenkrais, Esq.
12000 Biscayne Blvd.
Suite 220
Miami, Florida 33181

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.



MICHAEL FELDENKRAIS, P.A.

8-28-97
DATE

FILED
97 AUG 28
SECRETARY OF STATE
TALLAHASSEE
FLORIDA