

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32301
(904) 224-8870 • 1-800-224-8062 • Fax (904) 224-1272

L97000001037

300002300679-5
-09/23/97--01027--017
****337.50 ****337.50

*Last Resort Holdings
L.C.*

J. IAA	_____	
FILING	250.00	B/K
R. AGENT FEE	35.00	
D. COPY	52.50	9/19/97
TOTAL	337.50	
L. BANK	_____	
BALANCE DUE	_____	
RETRN	_____	

Signature _____

Requested by: *Wh* 9/19 9:30

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 97 SEP 19 AM 10:45

RECEIVED
 DIVISION OF CORPORATIONS
 97 SEP 19 AM 10:20

**ARTICLES OF ORGANIZATION
OF
LAST RESORT HOLDINGS, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be LAST RESORT HOLDINGS, L.C. ("Company"). The principal place of business of the Company in Florida shall be 4811 122nd Drive North, Royal Palm Beach, Florida 33411

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than thirty (30) years from the date of filing of these Articles of Organization, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to manage, rent and lease real estate and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in State of Florida is A. J. FERGUSON, JR., at 4811 122nd Drive North, Royal Palm Beach, Florida 33411.

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DIVISION OF CORPORATIONS
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ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company through cash or property set forth in Exhibit "A"

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions (or "shares of capital contributions") to the Company upon the unanimous consent of all the members or as provided in any Members Agreement.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation,

expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

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ARTICLE IX - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the company are:

<u>Name</u>	<u>Address</u>
A. J. Ferguson, Jr.	4811 122nd Drive North Royal Palm Beach, FL 33411
Dawn Ferguson	4811 122nd Drive North Royal Palm Beach, FL 33411
Barbara Ruth Socher	4811 122nd Drive North Royal Palm Beach, FL 33411

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Palm Beach County, Florida, for the foregoing uses and purposes this 13th day of June, 1997.


A.J. Ferguson, Jr.

Dawn Ferguson

Barbara Ruth Socher

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4

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Dawn Ferguson, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

Personally Known ✓
or
Produced Identification _____

Type of Identification produced _____

13th IN WITNESS WHEREOF, I have set my hand and affixed my official seal this day of June, 1997.



SAMRA K. WILSON
MY COMMISSION # CC481022 EXPIRES
July 16, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Samra K. Wilson
Notary Public, State of Florida

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared Barbara Ruth Socher, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

Personally Known ✓
or
Produced Identification _____

Type of Identification produced _____

13th IN WITNESS WHEREOF, I have set my hand and affixed my official seal this day of June, 1997.




MARY L. GRIECO
MY COMMISSION # CC 504096
EXPIRES: November 20, 1999
Bonded Thru Notary Public Underwriters

Mary L. Grieco
Notary Public, State of Florida

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of LAST RESORT HOLDINGS, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as the registered agent of the company.

The name and address of the registered agent is: A. J. Ferguson, 4811 122nd Drive North, Royal Palm Beach, Florida 33411


A.J. Ferguson, Jr., Registered Agent

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


A.J. Ferguson, Jr.

EXHIBIT A
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

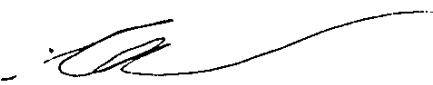
BEFORE ME, the undersigned constituting all of the members of LAST RESORT HOLDINGS, L.C., a Limited Liability Company, certify as follows:

1. That the Limited Liability Company first mentioned above has at least two members.
2. That the amount of actual cash contributions (or "shares of capital contribution" the members is as follows:
A.J. Ferguson, Jr., -\$200.00 Dawn Ferguson -\$200.00
Barbara Ruth Socher- \$200.00
3. That the agreed value of any property contributed by the members is as follows:
\$0 - The members have contributed no property at this time.
4. That the total amount of cash and property contributed and anticipated to be contributed by the members at this time totals \$600.00.

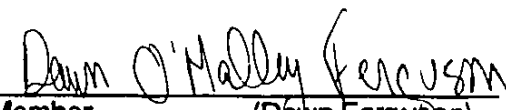
This 13th day of June, 1997.

FURTHER AFFIANT SAYETH NOT.

Under the 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.



Member (A.J. Ferguson)



Member (Dawn Ferguson)



Member (Barbara Ruth Socher)

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SECRETARY OF CORPORATIONS
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