

L97000001237

TRANSMITTAL LETTER  
FOR FLORIDA LIMITED LIABILITY COMPANY

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

900002333889--1  
-10/30/97-01065-001  
\*\*\*\*293.75 \*\*\*\*293.75

SUBJECT: BLUE TARPON HOTELS L.C.  
(Proposed limited liability company name - must include suffix)

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00 Filing fee for Articles of Organization and Affidavit  
\$ 35.00 Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.00.  
**Please send one check for the total amount made payable to the Florida Department of State.**

FROM: Javed R. Janjua  
Name (Printed or typed)

14914 Winding Creek Court, Suite 101  
Address

Tampa, Florida 33613  
City, State & Zip

(813) 269-9600  
Daytime Telephone number

Name	10/31/97
Availability	dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
Verifier	DCC

Air box  
1305 99999

Shari Mills GAVE  
AUTHORIZATION BY PHONE TO

add  
correct mailing address is  
the same.  
DATE 11/3/97  
DOC. EXAM. dec

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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# AMPak

G R O U P

**VIA AIRBORNE EXPRESS MAIL**

November 3, 1997

Ms. Diane Cushing  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

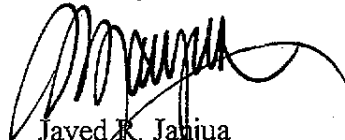
Re: Articles of Organization for Blue Tarpon Hotels L.C.

Dear Ms. Cushing:

Enclosed you will find the Articles of Organization for Blue Tarpon Hotels L.C. Per your request, I have changed the wording of Article V from registered office to principle office.

If you should have any questions at all, please don't hesitate to call me.

Sincerely,



Javed R. Janjua  
President

JRJ/sm

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WE HAVE MOVED! Our new address is:  
14914 Winding Creek Court, Ste. 101  
Tampa, Florida 33613

Phone: (813) 269-9600

Fax: (813) 269-9292

TO: Diane Cushing FAX NO. 850-487-6013  
FROM: Shari Miller DATE: 11/5 TIME: 3:30 AM/PM  
NO. OF PAGES (with cover sheet) 7

COMMENTS: Please call me at the NO. above  
with status. I need these taken  
care of & in my hands Thursday night.

Privileged and confidential information intended only the use of addressee. If you are not the intended recipient...or the employee or agent responsible for delivering it to the intended recipient...any dissemination or copying of this facsimile is strictly prohibited. Please notify us immediately if you have received this in error.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 31, 1997

JAVED R. JANJUA  
14914 WINDING CREEK COURT, SUITE 101  
TAMPA, FL 33613

SUBJECT: BLUE TARPON HOTELS L.C.  
Ref. Number: W97000024784

We have received your document for BLUE TARPON HOTELS L.C. and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please return 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) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 797A00052865

ARTICLES OF ORGANIZATION  
OF  
BLUE TARPON HOTELS L.C.

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ARTICLE I

The name of the Corporation is BLUE TARPON HOTELS L.C.

ARTICLE II

The purposes for which the corporation is organized is to own, operate and manage hotels and/or other real estate and transact any or all lawful business, not required to be specifically stated in these Articles of Incorporation, for which corporation may be incorporated under section 608.407 of Florida Statutes.

ARTICLE III

In addition, the corporation shall have the power to enter into partnership agreements with other corporations and individuals and also to carry on business of any character whatsoever that is not prohibited by law or required to be stated in these articles.

ARTICLE IV

The Corporation shall have authority to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The current principle office shall be located at 14914 Winding Creek Court, Suite 101, Tampa, Florida 33613, in the County of Hillaborough. The current registered agent shall be Javed R. Janjua, whose business address is the same as the registered office and who is a resident of Florida. The mailing address is the same.

ARTICLE VI

The period for the duration of the corporation is perpetual.

ARTICLE VII

The limited liability company is to be managed by managers and the names and addresses of such managers are:

<u>Name</u>	<u>Address</u>
Javed R. Janjua	14914 Winding Creek Court, Suite 101B Tampa, Florida 33613
Dr. Jack Howitt	758 South Avenue Rochester, New York 14620

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#### ARTICLE VIII

Transfer of stock shall be allowed to other entities or trusts controlled by the stockholders and or to their spouses, children and grandchildren. No stock in the Corporation shall be transferred or encumbered to a person who is not already a stockholder unless the stock shall have been offered by a writing for sale or encumbrance to each of the other stockholders of the corporation at the same price and terms as would govern upon a transfer or encumbrance to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer as provided or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth. After third parties have accepted any offer, this same offer at the same price and terms shall be made to the Corporation and stockholders for a thirty (30) day period. It is the intention of all concerned that the Corporation and stockholders shall have the opportunity to purchase said stock at the same price and terms as persons not already a stockholder. Regulations as to the formalities and procedures to be followed effecting the transfer shall be prescribed in the By-laws of the corporation. Stockholders may encumber or use their stock as collateral for loans only with written consent of all other shareholders.

#### ARTICLE IX

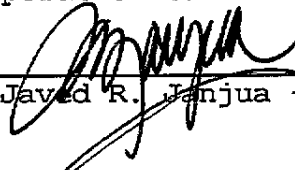
Each person now or hereafter a director or officer of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the Corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him or her), except in relation to matters as to which he or she shall have been finally judged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer. In the event of any other judgement against such director or officer or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or have been a director, by the Board of Directors of the Corporation, and otherwise by independent counsel

to be appointed by the Board of Directors, that in its opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If determination is to be made by the Board of Directors, it may rely as to all questions of the law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any By-law, agreement, vote of stockholders, or otherwise.

*Nov* , 1997. WITNESS the following signatures on the *3rd* day of

ARTICLE X

The effective date the corporation can commence business is November 1, 1997.

  
Javed R. Janjua - President

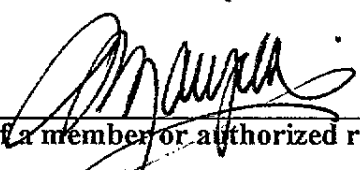
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TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BLUE  
TARPON HOTELS 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 \$ 000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 000.00  
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 \$ 1,000.00  
This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
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.)

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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: BLUE TARPON HOTELS L.L.C.

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

Javed R. Janjua  
(NAME)

14914 Winding Creek Court, Suite 101  
(P. O. Box NOT ACCEPTABLE)

Tampa, Florida 33613  
(CITY/STATE/ZIP)

*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)

10/29/97  
(DATE)

**Filing Fee: \$ 35 for Designation of Registered Agent**

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