

L97000001389

FILING COVER SHEET

ACCOUNT NUMBER: ECA000000014

REFERENCE: 0163.1174

DATE: 12-11-97

CONTACT NAME: CINDY HICKS

REQUESTOR NAME: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301

TELEPHONE: 904-222-1173

AUTHORIZATION: Cindy Hicks

CORPORATION NAME: Diamond Players Club, L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 11 AM 11:02

FILED

CORPORATE + CRIM

DOCUMENT NUMBER:
(Unknown)

300002369133-7

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|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> CERT. OF AUTHORITY | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> UCC 1 | <input type="checkbox"/> UCC 3 |

☒ CERTIFIED COPY
☒ CERTIFICATE OF STATUS
☒ PLAIN STAMPED COPY

COST LIMIT

293.75

- | | | |
|--|--|-------------------------------------|
| <input type="checkbox"/> CALL WHEN READY | <input type="checkbox"/> CALL IF PROBLEM | <input type="checkbox"/> AFTER 4:30 |
| <input type="checkbox"/> WALK IN | <input type="checkbox"/> WILL WAIT | <input type="checkbox"/> PICK UP |
| <input type="checkbox"/> MAIL OUT | | |

RECEIVED
97 DEC 11 AM 10:44
DIVISION OF CORPORATION

BK
12/11/97

ARTICLES OF ORGANIZATION
OF
DIAMOND PLAYERS CLUB, L.C.

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TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is DIAMOND PLAYERS CLUB, L.C., a Florida limited liability company (the "Company").

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in *Florida Statutes* Section 608.441. Notwithstanding the foregoing, the members of the Company shall have the right to continue the business of the Company despite the occurrence of any events specified in *Florida Statutes* Section 608.441 provided the written consent of a majority of the current members is obtained.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The address of the Company's place of business in the State of Florida is 1501 Indian Rocks Road, Belleair, Florida 33756. This also the Company's mailing address.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Gregg Gagliardi. The street address of the initial registered agent of the Company is 1501 Indian Rocks Road, Belleair, Florida 33756.

6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$25,000. Additional contributions have been agreed upon as follows: Members will be admitted pursuant to a private placement of interests in the Company and such Members will be contributing approximately \$5 million for such interest.

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Termination of Membership. A majority of the remaining members of the Company may elect by written consent to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

9. Management of the Company. The Company shall be managed by a manager or managers in accordance with the regulations and operating agreement. The Company shall initially be managed by the following four (4) persons, who shall serve as managers until the first annual meeting of the members or until their successors are elected and qualified:

Todd V. Stottlemyre

1501 Indian Rocks Road
Belleair, Florida 33756

Gregg Gagliardi

1501 Indian Rocks Road
Belleair, Florida 33756

Meri Legnini

1501 Indian Rocks Road
Belleair, Florida 33756

Robert Warner

1501 Indian Rocks Road
Belleair, Florida 33756

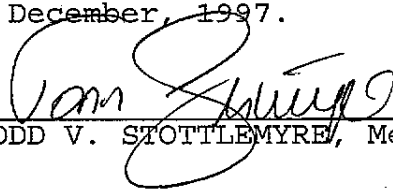
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TALLAHASSEE FLORIDA

10. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the written consent of the Company, in the sole discretion of the managers. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

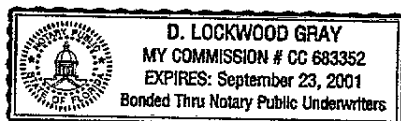
12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

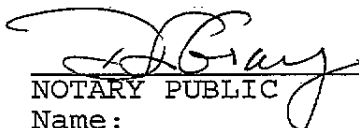
The undersigned executed these Articles of Organization effective as of the 10th day of December, 1997.


TODD V. STOTTELMYRE, Member

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of December, 1997, by Todd V. Stottlemyre, as a member of DIAMOND PLAYERS CLUB, L.C., on behalf of the Company, who is personally known to me ~~or has produced~~ as identification.




NOTARY PUBLIC

Name:

My Commission Expires:

AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)

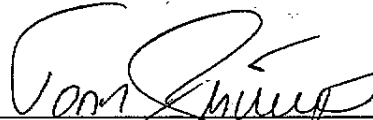
I, Todd V. Stottlemire, constituting one of the members of DIAMOND PLAYERS COMPANY, L.C., a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$25,000 of cash to the Company.
3. No property other than the cash identified in numbers 2 and 4 hereof will be contributed.
4. It is anticipated that \$4,975,000 in cash will be contributed in the future by the members of the Company. This results in a total of \$5,000,000 in cash contributed to the Company and no property.

Executed this 10th day of December, 1997.

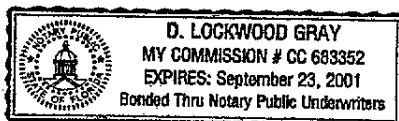
FURTHER AFFIANT SAYETH NOT.


Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief. (In accordance with Florida Statutes Section 608.408(3), the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


TODD V. STOTTELMIRE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of December, 1997, by Todd V. Stottlemire, as a member of DIAMOND PLAYERS CLUB, L.C., on behalf of the Company, who is personally known to me or has produced _____ as identification.




NOTARY PUBLIC
Name: _____
Serial #: _____
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



GREGG GAGLIARDI

Dated: December 10th, 1997.

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