

L98000000458



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 774005 4336650

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 337.50

ORDER DATE : April 8, 1998

ORDER TIME : 12:35 PM

ORDER NO. : 774005-010

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq  
BAKER & MCKENZIE

Suite 1600  
701 Brickell Avenue  
Miami, FL 33131

400002483054--5

DOMESTIC FILING

NAME: KEY OCEAN HOLDINGS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	XX	CERTIFIED COPY
Availability		PLAIN STAMPED COPY
Document		CERTIFICATE OF GOOD STANDING
Examiner	CONTACT	PERSON: Cassandra Bryant
Updater	DOC	
Updater		
Verifier	DOC	
Acknowledgement	DOC	
W. P. Verifier	DOC	

*W-8-7877*

Name	
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

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93 APR -8 PM 2:38  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA  
APR -8 PM 12:00

L98000000458



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 8, 1998

CASSANDRA BRYANT  
CSC  
TALLAHASSEE,

SUBJECT: KEY OCEAN HOLDINGS, L.C.  
Ref. Number: W98000007877

We have received your document for KEY OCEAN HOLDINGS, L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 598A00018770

# ARTICLES OF ORGANIZATION

OF

**KEY OCEAN HOLDINGS, L.C.**

**a Florida limited liability company**

1. The name of this limited liability company is KEY OCEAN HOLDINGS, L.C. (the "Company").
2. The Company is being formed for the following purposes:
  - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
  - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
  - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

600 Grape Tree Drive, #10FN  
Key Biscayne, FL 33149

4. The name and address of the registered agent of the Company is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the

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TALLAHASSEE, FLORIDA



members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

7. The Company is to be managed by one or more managers. The name and address of the initial manager are as follows:

Moises Benacerraf  
600 Grape Tree Drive, #10FN  
Key Biscayne, FL 33149

8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of KEY OCEAN HOLDINGS, L.C., has executed these Articles of Organization this 7th day of April, 1998.

MEMBER:

  
MOISES BENACERRAF

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98 APR -3 PM 12:00  
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TALLAHASSEE, FLORIDA

### AFFIDAVIT OF CAPITAL CONTRIBUTION

1. The name of the partnership is KEY OCEAN HOLDINGS, L.C., a Florida limited liability company (the "Company").
2. The Company shall have at least two members.
3. The amount of capital contributions of the members to the Company and the amount anticipated to be contributed by the members to the Company totals \$850,000.
4. A description and agreed value of property contributed or to be contributed by the members is as follows:

<u>Description of Property</u>	<u>Agreed Value of Property</u>
Cash Equivalents	\$850,000

FURTHER AFFIANT SAYETH NAUGHT.

By: 

MOISES BENACERRAF

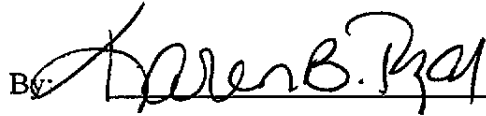
DATED: April 7, 1998

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98 APR -8 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for KEY BISCAYNE HOLDINGS, L.C., at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

Corporation Service Company

By: 

**Karen B. Rozar, As Its Agent**

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