



THE UNITED STATES  
CORPORATION  
COMPANY

L98000000610

ACCOUNT NO. : 072100000032

REFERENCE : 817283 5011226

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 13, 1998

ORDER TIME : 10:10 AM

ORDER NO. : 817283-005

CUSTOMER NO: 5011226

CUSTOMER: Ms. Pamela Stiglitz  
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: OCEAN WALK MANAGEMENT COMPANY  
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED STATE  
SECRETARY OF CORPORATIONS  
98 MAY 14 PM 12:51

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-05/13/98--01035--018  
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(6)

5/14/98  
RECEIVED  
CORPORATION  
MAY 14 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 13, 1998

STACY EARNEST  
CSC NETWORKS  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: OCEAN WALK MANAGEMENT COMPANY LC  
Ref. Number: W98000010866

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 14 PM 12:51

We have received your document for OCEAN WALK MANAGEMENT COMPANY LC and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS must state 3 MONEY AMOUNTS. First, it must state the amount of CASH that the Members have contributed to date. Then it must state the amount of NON-CASH PROPERTY that has been contributed by the members to date, and if any has been contributed, a BRIEF DESCRIPTION OF THE PROPERTY must be attached.

Finally, it must state the total amount of cash and property that is ANTICIPATED TO BE CONTRIBUTED.

In its present form, the AFFIDAVIT only lists the third amount -- the total anticipated contribution amount

Please add wording to state the other two amounts. Please note that if the other two amounts are ZERO, you still must state that in the AFFIDAVIT.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 898A00026518

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98 MAY 14 AM 11:22

**ARTICLES OF ORGANIZATION OF  
OCEAN WALK MANAGEMENT COMPANY, L.C.**

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SECRETARY OF CORPORATIONS  
98 MAY 14 PM 12:51

The undersigned, desiring to form a Limited Liability Company pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act") hereby adopt the following Articles of Organization:

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

OCEAN WALK MANAGEMENT COMPANY, L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

410 North Halifax Avenue, Suite D  
Daytona Beach, Florida 32118

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall commence on May 11, 1998, and shall continue until the first to occur of the following:

- (a) December 31, 2038;
- (b) Dissolution of the Limited Liability Company pursuant to the terms of any Operating Agreement between its members; or
- (c) Dissolution of the Limited Liability Company pursuant to the Act.

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the members, and the names and addresses of the managing members are:

George D. Anderson  
410 North Halifax Avenue  
Suite D  
Daytona Beach, Florida 32118

Gerald B. Fincke  
410 North Halifax Avenue  
Suite D  
Daytona Beach, Florida 32118

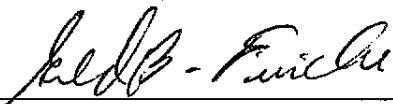
**ARTICLE V - Admission of Additional Members:**

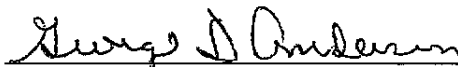
The right of the members to admit additional members and the terms and conditions of the admissions shall be established by the regulations of the Limited Liability Company.

**ARTICLE VI - Members Rights to Continue Business:**

The right of the remaining members of the Limited Liability Company to continue the business of the Limited Liability Company 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 shall be determined by a majority vote of the members, with each member's vote being weighted in proportion to that member's positive capital account; provided, however, if the capital account of each member is negative or zero, each member shall have one vote.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 12<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
Gerald B. Fincke, Member

  
\_\_\_\_\_  
George D. Anderson, Member

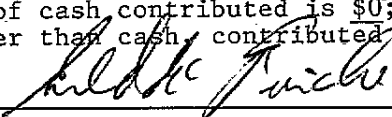
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## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of Ocean Walk Management Company, L.C. deposes and says:

- 1.) The above named Limited Liability Company has at least two members
- 2.) The total amount of cash or property anticipated to be contributed by the Members shall not exceed (including amounts set forth in 3., below) \$750,000.00
- 3.) The total amount of cash contributed is \$0; the agreed value of the property, other than cash, contributed is \$0.

  
\_\_\_\_\_  
Gerald B. Fincke, 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 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: Ocean Walk Management Company, L.C.
2. The name and address of the registered agent and office is:

Charles Stewart, Jr.

(NAME)

535 Silver Beach Avenue

(P. O. BOX NOT ACCEPTABLE)

Daytona Beach, Florida 32118

(CITY/STATE/ZIP)

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*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.*

Charles W. Stewart, Jr.  
NAME:

May 12, 1998  
(DATE)

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