



THE UNITED STATES
CORPORATION
COMPANY

L-98000000698

ACCOUNT NO. : 072100000032

REFERENCE : 167636 8690A

AUTHORIZATION :

COST LIMIT :

\$ 52.50

ORDER DATE : March 12, 1999

ORDER TIME : 10:06 AM

ORDER NO. : 167636-005

CUSTOMER NO: 8690A

CUSTOMER: Ms. Lorry A. Cusack
Bedzow Korn Brown Wolfe &
Suite 200
20803 Biscayne Boulevard
Aventura, FL 33180

DOMESTIC AMENDMENT FILING

NAME: THE MIAMI BEACH CLUB, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
99 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002005848--8

L-98-698

Name	OK 3-18
Available	
Defendant	
Examiner	
Undated	
Undated	
Undated	
Undated	
Undated	
Undated	

RECEIVED
99 MAR 15 AM 11:28
DIVISION OF CORPORATI



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 15, 1999

ROBERT MAXWELL
CSC

RESUBMIT

Please give original
submission dates file date.

SUBJECT: THE MIAMI BEACH CLUB, L.C.
Ref. Number: L98000000698

We have received your document for THE MIAMI BEACH CLUB, L.C. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

Since the amount of contributions are changing this needs to be titled supplemental affidavit and the fee to file this is \$250.00.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 199A00012300

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09 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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09 MAR 18 PM 12:01
DIVISION OF CORPORATION

**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The initial ARTICLES OF ORGANIZATION OF THE MIAMI BEACH CLUB, L.C., a Florida limited liability company were filed with the Secretary of State, Division of Corporations, State of Florida on May 28, 1998, under State file number L980000006098. This Supplemental Affidavit of Capital Contributions is being filed to declare the amount of the capital contributions of the Members.

Pursuant to Section 608.412 of the Florida Limited Liability Company Act, the undersigned, as Managing Member of The Miami Beach Club, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. As of the date hereof, the anticipated amount of additional capital contributions to the Company made by the members are as follows:

\$1,440,000.00 = DELTA PARK, S.A., a French corporation

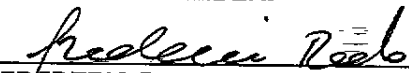
2. There have been no contributions to the Company made by the members other than cash contributions or contribution of promissory notes.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as Managing Member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: March 16, 1999

MANAGING MEMBER:



FREDERIC RADO

FILED
99 MAR 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA