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FLORIDA DIVISION OF CORPORATIONS
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((H98000010721 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: BAKER & MCKENZIE

ACCT#: 074222002135

CONTACT: JIM HASTINGS

PHONE: (305)789-8900

FAX #: (305)789-8953

NAME: POLAGA INVESTMENTS L.C.

AUDIT NUMBER.....H98000010721

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

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Re. 50062209.004

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ARTICLES OF ORGANIZATION**OF****POLAGA INVESTMENTS L.C.****a Florida limited liability company**

1. The name of this limited liability company is POLAGA INVESTMENTS 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:

382 Fifth Avenue South
Naples, FL 34102

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

Gudrun R. Todd
382 Fifth Avenue South
Naples, FL 34102

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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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:

Ulrich Reininghaus
Im Hasengarten 33
50996 Köln, Germany

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 POLAGA INVESTMENTS L.C., has executed these Articles of Organization this 4 day of June, 1998.

MEMBER:


ULRICH REININGHAUS

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AFFIDAVIT OF CAPITAL CONTRIBUTION

1. The name of the partnership is POLAGA INVESTMENTS 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 \$900,000.
4. A description and agreed value of property contributed or to be contributed by the members is as follows:

Description of Property	Agreed Value of Property
Real Estate Contract	\$900,000

FURTHER AFFIANT SAYETH NAUGHT.

By:


ULRICH REININGHAUSDATED: June 4, 199898 JUN -9 PM12:19
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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for POLAGA INVESTMENTS 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.


Odun R. Todd

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