



THE UNITED STATES
CORPORATION
COMPANY

L 980000031929

ACCOUNT NO. : 072100000032

REFERENCE : 968225 161599A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 21, 1998

ORDER TIME : 10:57 AM

ORDER NO. : 968225-010

CUSTOMER NO: 161599A

CUSTOMER: Daryl B. Cramer, Esq
DARYL B. CRAMER, P.A.

Suite 910
515 North Flagler Drive
West Palm Beach, FL 33401-5010

DOMESTIC FILING

NAME: PARADISE CAY, L.L.C.

500002644595-2
-09/21/98--01081--002
****337.50 ****337.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 21 PM 4:15

RECEIVED
98 SEP 21 PM 12:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mk 9/21/98

**ARTICLES OF ORGANIZATION
OF
PARADISE CAY, L.L.C.**

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The undersigned hereby establishes the following for the purpose of forming a limited liability company under Chapter 608, Florida Statutes, the Florida Limited Liability Company Act:

**ARTICLE I
NAME**

The name of this limited liability company shall be PARADISE CAY, L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of the Company is c/o Daryl B. Cramer, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.

**ARTICLE III
DURATION**

This Company shall have perpetual duration unless sooner dissolved by law.

**ARTICLE IV
MANAGEMENT**

The management of the Company shall be vested in a manager. The Company shall have two (2) managers initially. The number of managers may either be increased or decreased from time to time pursuant to the regulations and operating agreement of the Company. The name and address of the initial managers of the Company are as follows:

William P. Myers
c/o The Jaymor Group
9030 Leslie Street, Suite 308
Richmond Hill, Ontario
L4B 1G2 Canada

Fabrizio Lucchese
c/o The Jaymor Group
9030 Leslie Street, Suite 308
Richmond Hill, Ontario
L4B 1G2 Canada

**ARTICLE V
ADDITIONAL MEMBERS**

The Company may admit additional members as provided in the regulations and operating agreement of the Company.

**ARTICLE VI
INITIAL REGISTERED AGENT**

The initial registered agent of the Company is Daryl B. Cramer, P.A. The street address of the initial registered agent is 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401-4325.

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**ARTICLE VII
RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS**

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless, within ninety (90) days of the happening of such event, the remaining members of the Company holding a majority of the interests in the Company (excluding the interests of the terminated member) consent to continue the business of the Company.

**ARTICLE VIII
REGULATIONS**

The power to adopt, alter, amend or repeal the regulations and operating agreement of the Company shall be vested in the members of the Company.

18th IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this day of September, 1998.



DARYL B. CRAMER, Authorized Representative

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PARADISE CANYON L.L.C., a Florida limited liability company (the "Company") hereby certifies under penalties of perjury that:

1. The Company has at least one member.
2. The total amount of cash contributed by the members is \$ 70,500.
3. The agreed value of property other than cash contributed by the members, if any, is \$-0-. A description of any such property is attached hereto and incorporated herein by reference.
4. The total amount of cash and property contributed and anticipated to be contributed by the members is \$ 489,000.



DARYL B. CRAMER, Authorized Representative


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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT PARADISE CAY, L.L.C., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICE BEING C/O
DARYL B. CRAMER, P.A., 515 NORTH FLAGLER DRIVE, SUITE 910, WEST PALM BEACH,
FLORIDA 33401-4325 HAS NAMED DARYL B. CRAMER, P.A. LOCATED AT 515 NORTH
FLAGLER DRIVE, SUITE 910, WEST PALM BEACH, FLORIDA 33401-4325 AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

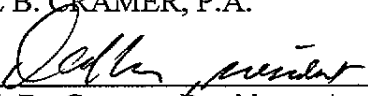
Dated: September 18, 1998


DARYL B. CRAMER, Authorized Representative

HAVING BEEN NAMED AS REGISTERED AGENT 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.

DARYL B. CRAMER, P.A.

Dated: September 18, 1998

By: 
Daryl B. Cramer, President, Authorized
Representative

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