

L 98000001941

THE LAW FIRM OF  
**GILLESPIE & ALLISON, P.A.**

SUITE 300  
1515 SOUTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III  
DONALD M. ALLISON\*  
TODD C. DROSKY†

TELEPHONE (561) 368-5758  
TELECOPIER (561) 395-0917

OF COUNSEL  
GARY L. BLUM♦

\*Also Admitted in Arizona & California  
†Also Admitted in Colorado & the  
District of Columbia

♦ Admitted in New York  
Not Admitted in Florida

September 18, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700002645127--1  
-09/21/98--01130--012  
\*\*\*\*\*346.25 \*\*\*\*\*346.25

RE: Southport Calypso, L. C.

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of organization and a check for \$346.25, representing the filing fee, registered agent designation, certified copy and certificate for Southport Calypso, L.C.

If you have any questions in this matter, please do not hesitate to contact me.

Sincerely yours,

Todd C. Drosky

FILED  
98 SEP 21 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TCD:/kjh

cc: David Delo

kell@southpor\correspo\deptsta2

L98-1941

Name	AL 9-22
Availability	
Document Examiner	AL
Updater	AL
Updater Verifier	AL
Acknowledgment	AL
W. P. Verifier	AL

**ARTICLES OF ORGANIZATION  
OF  
SOUTHPORT CALYPSO, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be SOUTHPORT CALYPSO, L.C. ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 2507 Post Road, Southport, CT 06490.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is R. BOWEN GILLESPIE, III, ESQUIRE, Gillespie & Allison, P.A., 1515 South Federal Highway, Suite 300, Boca Raton, Florida 33432.

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

FILED  
98 SEP 21 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

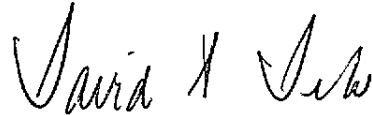
## **ARTICLE VIII -- TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## **ARTICLE IX -- MANAGEMENT**

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is DAVID DELO, 2507 Post Road, Southport, CT 06490.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Boca Raton, Florida, on September 9, 1998.



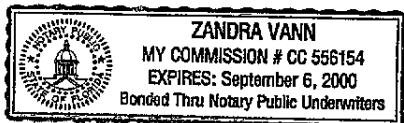
\_\_\_\_\_  
DAVID DELO


FILED  
98 SEP 21 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

SWORN TO AND SUBSCRIBED before me this 9<sup>th</sup> day of September, 1998, by  
DAVID DELO.

(Seal)



  
\_\_\_\_\_  
Notary Public -- State of Florida  
Zandra Vann  
\_\_\_\_\_  
(name, typed or printed)

Personally Known X  
OR  
Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

chris\articles.inc\articles\calypso

FILED  
98 SEP 21 PM 4: 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of SOUTHPORT CALYPSO, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
R. BOWEN GILLESPIE, III  
Registered Agent

chris\articles.inc\regagent\calypso

FILED  
98 SEP 21 PM 4: 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of SOUTHPORT CALYPSO, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$ 5000<sup>00</sup>.
3. If any, the agreed value of property other than cash contributed by the members is: \$ 0. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by the members is: \$ 0. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: September 9, 1998.

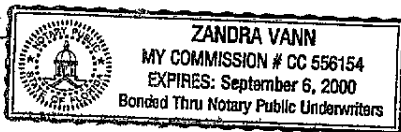
*David X DeLo*

DAVID DELO

STATE OF FLORIDA  
COUNTY OF Palm Beach }

SWORN TO AND SUBSCRIBED before me this 9<sup>th</sup> day of September, 1998 by  
DAVID DELO.

SEAL



*Zandra Vann*  
NOTARY SIGNATURE

Zandra Vann  
PRINTED NOTARY SIGNATURE  
My Commission Expires:

Personally known X  
Produced Identification \_\_\_\_\_  
Type of Identification \_\_\_\_\_

chris/articles.incl/affidavicalypso

FILED  
98 SEP 21 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA