

L98000001986



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 974381 7139083

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 337.50

ORDER DATE : September 25, 1998

ORDER TIME : 10:47 AM

ORDER NO. : 974381-005

CUSTOMER NO. : 7139083

CUSTOMER: Linda Larrea, Esq
LARREA & ORTEGA
ATTORNEYS AT LAW
Suite 111
2300 Coral Way
Miami, FL 33145

Cm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 25 PM 2:52

FILED

DOMESTIC FILING

NAME: WETLANDS CONSERVATION
PROJECT, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

300002649073--7

EXAMINER'S INITIALS:

RECEIVED

98 SEP 25 AM 11:29
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION OF WETLANDS CONSERVATION PROJECT, LLC.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the this limited liability company is, **WETLANDS CONSERVATION PROJECT, LLC.**
2. Duration. The latest date upon which the limited liability company is to dissolve is January 1, 2048.
3. Mailing Address and Street Address. The Company's mailing and street address is: c/o **Amada Lopez-Cantera, 2300 Coral Way, Suite 111, Miami, Florida 33145.**
4. Registered Agent and Office. The name of the initial registered agent of the Company is **DADE CORPORATE SERVICES.** The street address of the initial registered agent of the Company is **2300 Coral Way, Suite 103, Miami, Florida 33145.**
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is reserved to the members. The following company will initially be the managing member:

Name and Address:

945-89238
Gull House Partners, Inc.

**c/o Ms. Gertie Buckreus
1717 N. Bayshore Drive, Suite 104
Miami, Florida 33132**

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of September 24, 1998.

GULL HOUSE PARTNERS, INC., a
Florida corporation
Managing Member


Amada Lopez-Carter, Vice President

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of
WETLANDS CONSERVATION PROJECT, LLC. 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 \$900,000.00;
- 3) if any, the agreed value of property other than cash contributed by members is:
NONE
- 3) the total amount of cash or property anticipated to be contributed by members is
\$1,800,000.00.

GULL HOUSE PARTNERS, INC., a
Florida corporation
Managing Member


Amada Lopez-Cantera, Vice President

(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, 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:

WETLANDS CONSERVATION PROJECT, LLC.

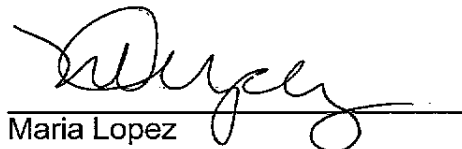
2. The name and address of the registered agent and office is:

**Dade Corporate Services
2300 Coral Way, Suite 103
Miami, Florida 33145**

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.

DADE CORPORATE SERVICES

Registered Agent



Maria Lopez
Vice-President

9/24/98

(Date)

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