

L98000002235



ACCOUNT NO. : 072100000032

REFERENCE : 994496 82475A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia Puyet

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DIVISION OF CORPORATIONS
98 OCT 13 AM 8:24

ORDER DATE : October 13, 1998

ORDER TIME : 2:08 PM

ORDER NO. : 994496-005

CUSTOMER NO: 82475A

CUSTOMER: Robert Abraham, Esq
DUNN ABRAHAM & SWAIN
DUNN ABRAHAM & SWAIN
347 South Ridgewood Avenue

Daytona Beach, FL 32114

300002663013-4

DOMESTIC FILING

NAME: MAIN STREET HOLDINGS, L.C.

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: Robert Maxwell

EXAMINER'S INITIALS:

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Name	
Availability	<i>mt</i>
Document	
Examiner	<i>mt</i>
Updater	<i>mt</i>
U. Ca'er	
Verityer	<i>mt</i>
Acknowledgement	<i>mt</i>
... P. Verityer	<i>mt</i>

ARTICLES OF ORGANIZATION

of

MAIN STREET HOLDINGS, L.C. A Florida Limited Liability Company

The undersigned members hereby form this limited liability company (hereinafter referred to as "this company") under the provisions of the Florida Limited Liability Company Act.

ARTICLE 1 NAME

The name of this company is Main Street Holdings, L.C.

ARTICLE 2 TERM OF EXISTENCE

The term of existence of this company is perpetual. The date and time at which the existence of this company begins is the date and time of filing of these articles of organization by the Department of State of the State of Florida.

ARTICLE 3 PURPOSE

The purpose for which this company is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the Florida Limited Liability Company Act or under the laws of any other jurisdictions in which this company may conduct business. This company shall be authorized to conduct and transact any business and engage in any activity that is either lawfully authorized or not prohibited by law and, by way of illustration and not limitation, to invest the funds of this limited liability company in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary or appropriate for the conduct or transaction of any such business or activity; to do anything necessary and proper for the accomplishment or furtherance of any of the purposes of this company enumerated in these articles of organization or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of this company; and in general, either alone or in association with other

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limited liability companies, corporations, partnerships, individuals, or other entities, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of the purposes of this company.

ARTICLE 4
PRINCIPAL OFFICE

The mailing address and street address of the principal office this company are:

Mailing address: 316 Main Street
Daytona Beach, Florida 32118

Street address: 316 Main Street
Daytona Beach, Florida 32118

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ARTICLE 5
REGISTERED AGENT; REGISTERED OFFICE

The name and street address of the initial registered agent of this company in the State of Florida are as follows:

Name: Robert L. Scherer
Street Address: 316 Main Street
Daytona Beach, Florida 32118

ARTICLE 6
ADMISSION OF ADDITIONAL MEMBERS

The members of this company are given the right to admit additional members upon the condition that each new member is approved for admission by vote or consent in writing of all of the members then existing.

ARTICLE 7
CONTINUATION OF BUSINESS

The remaining members of this company are given the right to continue the business on 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.

ARTICLE 8
MANAGEMENT

The management of this company is reserved to its members. The names and addresses of the initial managing members are as follows:

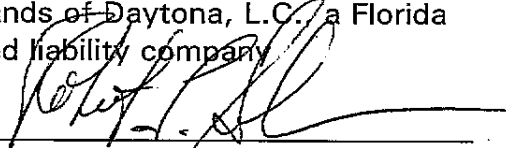
Name:	Badlands of Daytona, L.C., a Florida Limited Liability Company
Address:	316 Main Street Daytona Beach, Florida 32118
Name:	Ocean Club, Inc., a Florida corporation
Address:	1420 N. Atlantic Avenue Daytona Beach, Florida 32118

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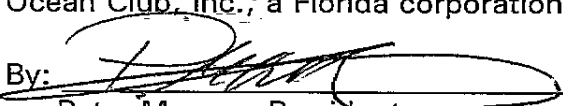
EXECUTION

The undersigned members of this limited liability company execute these articles of organization this 9th day of October, 1998.

Badlands of Daytona, L.C., a Florida limited liability company

By: 
Robert L. Scherer, Managing Member


Ocean Club, Inc., a Florida corporation

By: 
Peter Maman, President

STATEMENT OF ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent for the above named limited liability company at the street address stated in the foregoing articles of organization, I hereby accept such appointment. I further state that I am familiar with and accept the obligations of that position.

Dated October 9, 1998.


Robert L. Scherer

**AFFIDAVIT AS TO MEMBERS OF AND
CONTRIBUTIONS TO MAIN STREET HOLDINGS, L.C.**

The undersigned declare that:

1. They are members of Main Street Holdings, L.C., a Florida limited liability company.
2. Main Street Holdings, L.C. has at least one member.
3. The amount of cash contributed to Main Street Holdings, L.C. by its members is as follows: None.
4. A description and the agreed value of property other than cash contributed to Main Street Holdings, L.C. by its members is as follows: None.
5. The amount of cash and agreed value of property and services other than cash anticipated to be contributed to Main Street Holdings, L.C. by its members, in addition to the amounts set forth above, is as follows: \$1,000,000.

Dated: October 9th, 1998.

Badlands of Daytona, L.C., a Florida
limited liability company

By: _____

Robert L. Scherer, Managing Member

Ocean Club, Inc., a Florida corporation

By: _____

Peter Maman, President

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STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me this 9th day of October, 1998, by Robert L. Scherer, a Managing Member of Badlands of Daytona, L.C., a Florida limited liability company, on behalf of the company; and by Peter Maman, President of Ocean Club, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me or produced Florida drivers license as identification.



Robert Abraham
MY COMMISSION # CC639799 EXPIRES
August 6, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Robert Abraham
Notary Public, State of Florida