

L9800002580

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
ATTORNEYS AT LAW

369 NORTH NEW YORK AVENUE
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DOUGLAS K. GARTENLAUB
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JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

October 21, 1998

VIA FEDERAL EXPRESS

Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-10/22/98--01043--005
****337.50 ****337.50

Re: SeaWind, L.C.
Our File No. 4826-2

Gentlemen:

Enclosed for filing on an EXPEDITED BASIS please find the original and one (1) copy of the Articles of Organization for SeaWind, L.C., as well as this firm's check in the amount of \$337.50 representing the required fee.

Please return a certified copy of the Articles of Organization to me. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Jesse E. Graham, Jr. / Bkb
Jesse E. Graham, Jr.

JEG,Jr.\bkb
Enclosures

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DIVISION OF CORPORATIONS

L98-2580

Name	OK
Availability	OK
Document	OK
Examined	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 26, 1998

JESSE E. GRAHAM, JR.
GRAHAM, CLARK, JONES, BUILDER
P.O. DRAWER 1690
WINTER PARK, FL 32790

SUBJECT: SEAWIND, L.C.
Ref. Number: W98000024237

We have received your document for SEAWIND, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 898A00052523

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November 4, 1998

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VIA FEDERAL EXPRESS

Department of State
P. O. Box 6327
Tallahassee, FL 32314

Attention: Tammi Cline, Document Specialist

Re: SeaWind, LC.
Our File No. 4826-2

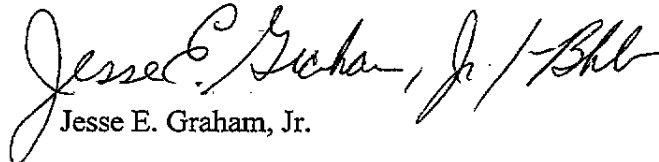
Gentlemen:

Enclosed for filing on an EXPEDITED BASIS please find the original and one (1) copy of the Articles of Organization for SeaWind Caribbean, L.C., which replaces the Articles of Organization for SeaWind, L.C.

Please return a certified copy of the Articles of Organization to me. If you have any questions regarding this matter, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Very truly yours,


Jesse E. Graham, Jr.

JEG,Jr.\bkb
Enclosures

**ARTICLES OF ORGANIZATION
OF
SEAWIND CARIBBEAN, L.C.**

The undersigned, acting as organizer and for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **SEAWIND CARIBBEAN, L.C.** ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 270 Clemore Avenue, Longwood, Florida 32750.

ARTICLE III - DURATION

The Company shall commence its existence on the date five (5) days prior to the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization or the Regulations and Operating Agreement of the Company (the "Regulations").

ARTICLE IV - PURPOSE AND POWERS

1. Purposes. Except as restricted by these Articles of Organization, the Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, including without limitation, the acquisition, disposition, purchase, loan, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with real property, chattels and intangible property and all such other activities incidental or useful to the foregoing.

November 4, 1998
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2. General Powers. Except as restricted by these Articles of Organization, the Company shall have and may exercise all powers and rights which a limited liability company may exercise legally pursuant to Chapter 608, Florida Statutes.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Jesse E. Graham, Jr., Graham, Clark, Jones, Builder, Pratt & Marks, 369 North New York Avenue, Third Floor, Winter Park, Florida 32789.

ARTICLE VI - 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 upon 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. A 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 VII - TERMINATION OF EXISTENCE

Notwithstanding any other provision contained herein, the Company shall be dissolved upon the happening of any of the following events:

- a. Expiration of the term specified in Article III;
- b. Unanimous written consent of all the Members;

The Company will not be dissolved upon the death, retiremen, resignation, expulsion, bankruptcy or dissolution of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by a manager or managers in accordance with the Regulations adopted by the Members for the management of the business and affairs of the

Company. Such 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 managers of the company, who shall serve until the first annual meeting of the Members or until their successors are duly appointed and qualify are:

NAME

ADDRESS

Trevor Caldwell

270 Clemore Avenue
Longwood, FL 32750

ARTICLE IX - AMENDMENTS

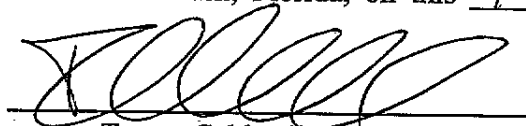
The limited liability company reserves the right to amend its Articles of Organization from time to time in accordance with Chapter 608, Florida Statutes.

ARTICLE X - REGULATIONS

The management and affairs of the Company will be conducted in accordance with Regulations and Operating Agreement of the Company adopted by the Members, as the same may be amended from time to time in accordance with the terms hereof.

IN WITNESS WHEREOF, the undersigned organizer of SEAWIND CARIBBEAN, L.C. has executed these Articles of Organization at Winter Park, Florida, on this 4th day of November, 1998.

Name of Organizer:


Trevor Caldwell

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STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared TREVOR CALDWELL, to me well known the organizer of the above limited liability company, and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 4th day of November, 1998.

Notary Seal:



JESSE E GRAHAM JR
My Commission CC447832
Expires Mar. 22, 1999
Bonded by HAI
800-422-1555


Notary Public

November 4, 1998
J:SEAWIND.AOO

ACCEPTANCE TO SERVE AS REGISTERED AGENT

Pursuant to Sections 608.407(d) and 608.415, Florida Statutes, the undersigned, Jesse E. Graham, Jr., does hereby consent to serve as the Registered Agent of SeaWind Caribbean, L.C. and to accept service of process for the above stated company at the place designated in the Articles of Organization and hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent. Such Registered Agent's address for service of process shall be:

Jesse E. Graham, Jr., Esquire
Graham, Clark, Jones, Builder, Pratt & Marks
369 North New York Avenue, Third Floor
Winter Park, Florida 32789

DATED: November 4, 1998



Jesse E. Graham, Jr.
Registered Agent

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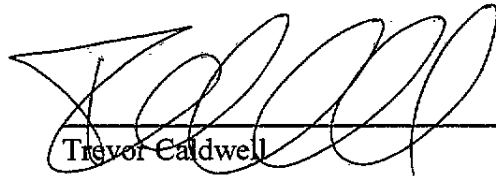
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of SeaWind Caribbean, L.C., deposes and says:

1. The above named limited liability company has at least two Members.
2. The total amount of cash to be contributed by the Member(s) is \$0.00.
3. If any, the agreed value of property other than cash contributed by Member(s) is \$137,000.00, and the legal description of the property is attached hereto as Exhibit A and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by Member(s) is \$-0-.
5. The total amount of cash or property contributed or anticipated to be contributed by Member(s) is \$137,000.00. This includes amounts from 2, 3 and 4 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: November 4, 1998


Trevor Caldwell

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Trevor Caldwell, to me well known as a Member of the above limited liability company, and who subscribed the above Affidavit of Membership and Contributions.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 4th day of November, 1998.

Notary Seal:



JESSE E GRAHAM JR
My Commission CC447532
Expires Mar. 22, 1999
Bonded by HAI
800-422-1555


Notary Public

November 4, 1998
J:SEAWIND.AOO

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