

L98000002612

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MITCHELL D. ADLER
LAURENCE I. BLAIR X
MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER X
JENNIFER E. PRICE
LEONARD ROBBINS

KENNETH A. RUBIN
REUBEN M. SCHNEIDER X *
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN X

OF COUNSEL
STANLEY D. GOTTSEGEN 1

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

* MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
1 MEMBER OF OHIO BAR

X BOARD CERTIFIED REAL ESTATE LAWYER

ONE BOCA PLACE • SUITE 410
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

(561) 994-2212

(561) 994-2772

FAX: (561) 997-8494

RECEIVED
CENTRAL AREA I
OCT 26 AM 9:04

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

HOLLYWOOD

(954) 921-5500

FAX: (954) 925-7013

NORTH BROWARD (954) 428-9800

MIAMI (305) 940-8440

PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

Boca Raton

FILE NO.:

PPLC-0001

October 22, 1998

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

100002674011--7
-10/28/98--01022--003
*****293.75 *****293.75

Re: Articles of Organization
PARADISE PARASAILS, L.C.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization and a check in the amount of \$293.75 representing the filing fee, registered agent designation and a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Very truly yours,

William S. Kramer

WSK/smb
Enclosures

cc: Craig Porter

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 11 AM 11:04

L98-2612-11-9

Name	OK
Availability	OK
Document	OK
Examiner	OK
Editor	OK
Reviewer	OK
Supervisor	OK
Director	OK



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 30, 1998

WILLIAM S. KRAMER
ABRAMS ANTON P.A.
2255 GLADES ROAD
BOCA RATON, FL 33431-7383

SUBJECT: PARADISE PARASAILS, L.C.
Ref. Number: W98000024676

We have received your document for PARADISE PARASAILS, L.C. and your check(s) totaling \$293.75. 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: 598A00053257

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 NOV -9 AM 10:04

LAW OFFICES

ABRAMS ANTON P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

ONE BOCA PLACE • SUITE 411-E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

MITCHELL D. ADLER
LAURENCE I. BLAIR X
MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER ◊
JENNIFER E. PRICE
LEONARD ROBBINS

KENNETH A. RUBIN
REUBEN M. SCHNEIDER ◊ X *
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN ◊
OF COUNSEL
STANLEY D. GOTTSEGEN ‡

(561) 994-2212
(561) 994-2772
FAX: (561) 997-8494

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

HOLLYWOOD
(954) 921-5500
FAX: (954) 925-7013
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

Boca Raton

FILE NO.:

PPLC-0001

November 6, 1998

Ms. Tammi Cline
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization
PARADISE PARASAILS OF FT. LAUDERDALE, L.C.
Ref Number: W98000024676

Dear Ms. Cline:

We are resubmitting the Articles of Organization for Paradise Parasails of Ft. Lauderdale, L.C. Also attached for your reference is a copy of your cover letter dated October 30, 1998. In changing the name from Paradise Parasails, L.C. to Paradise Parasails of Ft. Lauderdale, L.C., I believe we have addressed any concern you have. Please consider this an amended filing.

Very truly yours,

William S. Kramer

WSK/smb
Enclosures

cc: Craig Porter

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -9 AM 10:04

ARTICLES OF ORGANIZATION
OF
PARADISE PARASAILS OF FT. LAUDERDALE, L.C.

The undersigned members of PARADISE PARASAILS OF FT. LAUDERDALE, L.C., a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

PARADISE PARASAILS OF FT. LAUDERDALE, L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

PARADISE PARASAILS OF FT. LAUDERDALE, L.C.
5015 S.W. 24th Avenue
Dania, Florida 33312

ARTICLE III. STREET ADDRESS OF COMPANY

The street address of the principal office of this Company is:

PARADISE PARASAILS OF FT. LAUDERDALE, L.C.
5015 S.W. 24th Avenue
Dania, Florida 33312

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name and the street address of the registered agent of this Company in the State of Florida shall be:

WILLIAM S. KRAMER, Esq.
Abrams Anton P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, FL 33431-7383

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV - 9 AM 10:04

ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of its members or pursuant to Article IX of these Articles of Organization.

ARTICLE VI. MANAGEMENT

The Company is to be managed by its members. The name and address of the initial managing members are set forth below. The initial managing members shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

PORTERS LEASING COMPANY, INC.
c/o Craig Porter
18806 M-92 Highway
Kearney, Missouri 64060

and

Jon Randall Malcolm
5015 S.W. 24th Avenue
Dania, FL 33312

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -9 AM 10:04

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the members holding a majority in interest of membership interests of the Company, either in attendance at a duly called meeting of the members at

which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the membership interests sought to be transferred of the member seeking to transfer all or part of his interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing

the operation of the Company as may be entered into from time to time.

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/
DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations or the Operating Agreement, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be dissolved unless the members elect to continue the Company, either upon the affirmative vote of a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 NOV -9 AM 10:04

ARTICLE XII. REGULATIONS

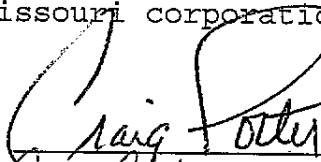
Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing ~~Amended and Restated~~ Articles of Organization as of this 6th day of October, 1998.

INITIAL MEMBERS:

PORTERS LEASING COMPANY, INC.,
a Missouri corporation

By:


Craig Porter
President

By:


JON RANDALL MALCOLM

37319/980914

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -9 AM 10:04

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

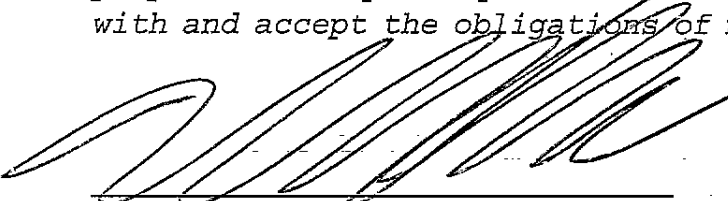
1. The name of the limited liability company is:

PARADISE PARASAILS OF FT. LAUDERDALE, L.C.

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

William S. Kramer, Esq.
Abrams Anton P.A.
One Boca Place, Suite 411-E
2255 Glades Road
Boca Raton, FL 33431-7383

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.



William S. Kramer, Esq.

Date: _____

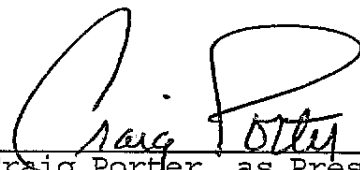
10/6/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -9 AM 10:04

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


The undersigned member or authorized representative of a member of PARADISE PARASAILS OF FT. LAUDERDALE, 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 member(s) is \$ 2,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is: N/A
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 2,000.00
- 5) the total amount of 2, 3, and 4 is \$ 2,000.00

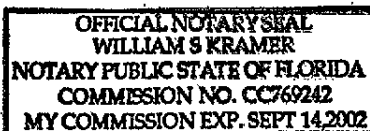

Craig Porter, as President
of Porters Leasing Company,
Inc, Initial Member

STATE OF FL)
COUNTY OF Palm Beach) :ss

The foregoing instrument was acknowledged before me this 6th
day of October, 1998, by Craig Porter, as President
of PORTERS LEASING COMPANY, INC., on behalf of the corporation. He
[] is personally known to me, or [] has produced
as identification.


Notary Public

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV - 9 AM 10:04