

L98000002838

Document Number Only

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

000002692090--0
-11/20/98--01001--002
****293.75 ****293.75

00789-00627-0 1127-00671
W94-26180

Boca Powell, AHC

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input checked="" type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability	76/11
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W.P. Verifier	76/11

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Thank You!!

Hope

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 23, 1998

CT CORPORATION SYSTEM

SUBJECT: BOCA POWELL, LLC
Ref. Number: W98000026180

We have received your document for BOCA POWELL, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A00055708

Attn:
Michelle

Please checkdate!
Cape

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**ARTICLES OF ORGANIZATION
OF
BOCA POWELL, L.L.C.**

Under Section 608.407 of the Florida Limited Liability Company Act.

The undersigned, being a resident of the State of Florida and acting as the initial member (the "Managing Member") of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

FIRST: The name of the Company is BOCA POWELL, L.L.C.

SECOND: The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

THIRD: The mailing address and street address of the Company is Innsbrook Resort, 36750 U.S. Highway 19, Tarpon Springs, Florida 34689.

FOURTH: The name and address of the Registered Agent for service of process is CT Corporation Systems, 1200 South Pine Island Road, Plantation, FL 33324, who has signed below to acknowledge that it is familiar with and accept the obligations of that position.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
Connie Bryan
(Signature of Registered Agent)

FIFTH: (a) The Company is formed for the sole object and purpose of, and the nature of the business to be conducted and promoted by the Company is, holding a 7.75% partnership interest in, and act as the general partner of Don Carter's All Star Lanes-Boca Raton, Ltd., a Florida limited partnership (the "Partnership").

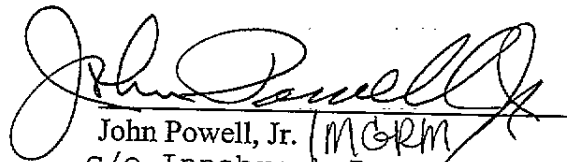
(b) Notwithstanding the generality of the foregoing, the Company is not formed and does not have the power for so long as the Company remains as and acts as the General Partner of the Partnership to (i) incur indebtedness of any kind, whether secured or unsecured, recourse or non-recourse, in favor of any person; (ii) hire any employees; and (iii) engage in any business other than acquiring, owning, holding and exercising its rights and powers and performing its duties and obligations as the general partner of the Partnership.

PREPARED BY:
Seth P. Joseph, Esq.
Florida Bar No. 0286656
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
Miami, Florida 33131-2385
(305) 358-9900

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The Managing Member will have full power and authority to execute and deliver in the name of and on behalf of the Company such documents or instruments as the Managing Member deems appropriate for the conduct of the Company's business in accordance with this Agreement. No person, firm or corporation dealing with the Company will be required to inquire into the authority of the Managing Member to take any action or make any decision.

IN WITNESS WHEREOF, the undersigned Member has subscribed these Articles and does hereby affirm the foregoing as true under the penalties of perjury, this 17th day of November, 1998.

A handwritten signature in cursive script, appearing to read "John Powell, Jr.", written over a horizontal line.

John Powell, Jr. (MGRM)
c/o Innsbrook Resort
36750 U.S. Highway 19
Tarpon Springs, Florida 34689

AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the managing member of Boca Powell LLC, a Florida limited liability company, hereinafter referred to as the "Company," who upon being sworn, certified that: (i) the Company has at least one member; (ii) the 7.75 % General Partner Interest of Don Carter's All Star Lanes - Boca Raton, Ltd., a Florida limited partnership, owned by the member, has been contributed to the Company by the member, and (iii) \$100.00 additional cash has been contributed by the member.

Dated: November 20, 1998

FURTHER AFFLANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

MANAGING MEMBER:

By: 
John Powell, Jr.

The company has at least one member;

The amount of cash contributed by the member is \$100.00

The agreed value of property contributed by the member is \$438,000.00

(Partner interest)

The anticipated amount of cash or property to be contributed is \$0.00

The total amount contributed and anticipated to be contributed is \$438,100.00

PREPARED BY

Seth F. Joseph, Esq.

Florida Bar No. 0286656

STROOCK & STROOCK & LAVAN LLP

3300 First Union Financial Center

Miami, Florida 33131-2385

(305) 358-9900

STATE OF Florida)
) ss:
COUNTY OF Pinellas)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared John Powell, Jr., who is known to me and known by me to be the person who executed the foregoing Affidavit of Membership and Capital Contributions to Boca Powell, LLC (the "Company"), or who presented his FL Driver's License as identification, and he acknowledged to me and before me that he executed this Affidavit as the managing member of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of November, 1998.

(SEAL)

Maria E. Vizcaino
Notary Public, State of Florida

My commission expires:

30050582.01

