

L98000002878



ACCOUNT NO. : 072100000032

REFERENCE : 044212 6258A

AUTHORIZATION :

Patricia Piguit

COST LIMIT : \$ 293.75

ORDER DATE : November 25, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 044212-005

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
BOND SCHOENECK & KING, P.A.
BOND SCHOENECK & KING, P.A.
Suite 107
1167 Third Street South
Naples, FL 34102-7098

DOMESTIC FILING

NAME: SOUTH BEACH CLUB ON FIFTH,
L.L.C.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

Name	
Availability	<i>MA</i>
Document	
Examiner	<i>MA</i>
Updater	<i>MA</i>
Checker	
Verifier	<i>MA</i>
Acknowledgement	
W. P. Verifier	

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98 NOV 25 AM 11:36
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SECRETARY OF STATE
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98 NOV 25 PM 1:58

ARTICLES OF ORGANIZATION
OF
SOUTH BEACH CLUB ON FIFTH, L.L.C.

Article 1. Name

The name of the Limited Liability Company is

South Beach Club on Fifth, L.L.C.

Article 2. Duration

The duration of the Limited Liability Company is perpetual.

Article 3. Principal Office and Mailing Address

The principal place of business of the Limited Liability Company is at 3401 North Tamiami Trail, Suite 207, Naples, FL 34103. The mailing address of the Limited Liability Company is 3401 North Tamiami Trail, Suite 207, Naples, FL 34103.

Article 4. Initial Registered Office and Agent

The initial registered office of the Limited Liability Company is c/o Bond, Schoeneck & King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 34102. The name of the initial registered agent at that address is Dennis P. Cronin, Esq.

Article 5. Admission of New Members

The Limited Liability Company may admit additional members upon a vote of a majority in interest of the members preceding the admission of the new member.

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Article 6. Right to Continue Business

Upon 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 in the Limited Liability Company, the remaining members may elect to continue the business upon a vote of a majority in interest of the remaining members.

Article 7. Statement of Management

The management of the Limited Liability Company is reserved to the member. The names and addresses of the initial managing members are:

Donald Bevins

3401 North Tamiami Trail, Suite 207
Naples, Florida 34103

Donald Bevins, as a managing member, is authorized to execute these Articles of Organization and file them with the Florida Department of State.

Article 8. Commencement of Existence

The Limited Liability Company's existence shall commence upon the filing of these Articles of Organization with the Florida Secretary of State.

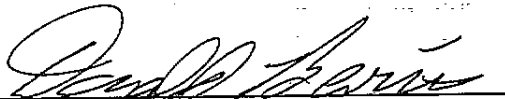
Article 9. Regulations

These Articles of Organization and the Florida Limited Liability Company Act shall be deemed to be the regulations of the Limited Liability Company unless and until the members have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in regulations.

Article 10. Amendment


The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them, and any right conferred upon the members is subject to this reservation.

In Witness Whereof, the undersigned has signed these Articles of Organization on this 24th day of November, 1998.

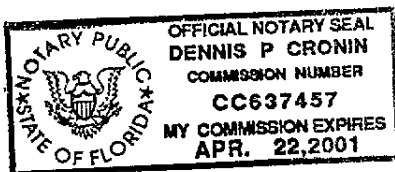

Donald Bevins

STATE OF FLORIDA :
COUNTY OF COLLIER : ss.:

The foregoing instrument was acknowledged before me this 24th day of November, 1998, by DONALD BEVINS, who is personally known to me or produced his _____ as identification and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.


Notary Public


My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of South Beach Club on Fifth, L.L.C. which is contained in the foregoing Articles of Organization. I am familiar with, and accept, the obligations of such a position.

Dated this 24th day of November, 1998.



Dennis P. Cronin, Esq.
Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

DONALD BEVINS, being duly sworn, deposes and says that:

1. I am a member (25% interest) of South Beach Club on Fifth, L.L.C., a limited liability company to be established under Florida law. I make this affidavit pursuant to Florida Statute § 608.407 to allow the filing of the foregoing Articles of Organization.

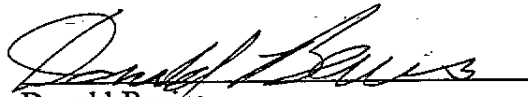
2. I declare that the above named limited liability company has at least one member.

3. The initial amount of cash to be contributed to the limited liability company by the members is \$100.00.

4. The total amount of cash anticipated to be contributed to the limited liability company by the members is \$300.00. The members reserve the right to contribute less than the anticipated amount of capital contributions to the limited liability company.

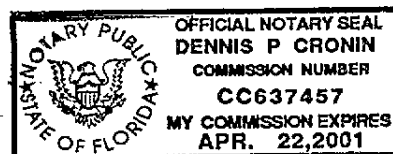
5. There is no other property other than the above described cash to be contributed by the members and no other property or cash anticipated to be contributed at this time. If any additional contributions are made, the foregoing Articles of Organization shall be amended to reflect such additional contributions. If any additional contributions are made, the members shall file a supplemental affidavit of capital contributions with the Florida Department of State to reflect such additional contributions.

IN WITNESS WHEREOF, I have signed this affidavit.


Donald Bevins

Sworn to before me this
24th day of November, 1998


Notary Public



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

JO FRANK GOODMAN, UNDER LIVING TRUST #1 U/A/D 10/21/94,
being duly sworn, deposes and says that:

1. I am a member (37.5% interest) of South Beach Club on Fifth, L.L.C.,
a limited liability company to be established under Florida law. I make this affidavit
pursuant to Florida Statute § 608.407 to allow the filing of the foregoing Articles of
Organization.

2. I declare that the above named limited liability company has at least one
member.

3. The initial amount of cash to be contributed to the limited liability
company by the members is \$100.00.

4. The total amount of cash anticipated to be contributed to the limited
liability company by the members is \$300.00. The members reserve the right to
contribute less than the anticipated amount of capital contributions to the limited
liability company.

5. There is no other property other than the above described cash to be
contributed by the members and no other property or cash anticipated to be contributed
at this time. If any additional contributions are made, the foregoing Articles of
Organization shall be amended to reflect such additional contributions. If any
additional contributions are made, the members shall file a supplemental affidavit of
capital contributions with the Florida Department of State to reflect such additional
contributions.

IN WITNESS WHEREOF, I have signed this affidavit.


Jo Frank Goodman

Sworn to before me this
20th day of NOVEMBER, 1998


Notary Public

JOHN D. OTTO
NOTARY PUBLIC - OAKLAND COUNTY, MI
ACTING IN Oakland CO., MI
MY COMMISSION EXPIRES 04/27/99

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

NORMAN GOODMAN, being duly sworn, deposes and says that:

1. I am a member (37.5 interest) of South Beach Club on Fifth, L.L.C., a limited liability company to be established under Florida law. I make this affidavit pursuant to Florida Statute § 608.407 to allow the filing of the foregoing Articles of Organization.


2. I declare that the above named limited liability company has at least one member.

3. The initial amount of cash to be contributed to the limited liability company by the members is \$100.00.

4. The total amount of cash anticipated to be contributed to the limited liability company by the members is \$300.00. The members reserve the right to contribute less than the anticipated amount of capital contributions to the limited liability company.

5. There is no other property other than the above described cash to be contributed by the members and no other property or cash anticipated to be contributed at this time. If any additional contributions are made, the foregoing Articles of Organization shall be amended to reflect such additional contributions. If any additional contributions are made, the members shall file a supplemental affidavit of capital contributions with the Florida Department of State to reflect such additional contributions.

IN WITNESS WHEREOF, I have signed this affidavit.


Norman Goodman

Sworn to before me this
20th day of NOVEMBER 1998


Notary Public

BARBARA D. OTTO
NOTARY PUBLIC - OAKLAND COUNTY, MI
ACTING IN OAKLAND CO., MI
MY COMMISSION EXPIRES 04/27/99