

L98000003242

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H98000023454 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : FOWLER, WHITE, BURNETT, ET AL
Account Number : 071250001512
Phone : (305)789-9200
Fax Number : (305)789-9201

LIMITED LIABILITY COMPANY

FTU CLEARWATER L.L.C.

1098-7881

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$337.50

L98-3242

Name	12-12
Availability	
Document	
Signature	
Notary	
Witness	
Acknowledgment	
W. P. Vermyer	

Electronic Filing Menu

Corporate Filing

Public Access Help

Audit No. H98000023454 5

**ARTICLES OF ORGANIZATION
OF
FTU CLEARWATER L.L.C.**

ARTICLE I

The name of this limited liability company shall be: FTU CLEARWATER L.L.C.

ARTICLE II

This Limited Liability Company shall exist for a period of 50 years from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by resolution of the members or as provided by statute.

ARTICLE III

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

The place of business and the mailing address of this Limited Liability Company shall be 9000 S.W. 152nd Street, Suite 106, Miami, Florida 33157, or such other place or places as the Manager may from time to time determine.

ARTICLE V

The initial amount of capital contributions (including cash and a description of the agreed value of property) is \$109,000; which will be contributed by the members. Additional contributions will be made at such times and in such amounts as may be agreed by the members.

Donald E. Kubit, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, Suite 1700,
Miami, Florida 33131-1101
Phone: (305) 789-9200
Florida Bar No. 193056

Audit No. H98000023454 5

FILED
98 DEC 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H98000023454 5

ARTICLE VI

The Limited Liability Company will be managed by a Manager, who may or may not be a member, who shall be elected annually by the members and who shall serve until the next annual meeting of members or until its successor is elected and shall qualify. The Manager shall exercise the powers granted to it by the members as set forth from time to time in the Regulations of the Limited Liability Company, and shall serve at the pleasure of the members, who may remove the Manager at any time by majority vote. The name and address of the initial Manager is:

JAPPAH MANAGEMENT L.L.C., a Florida limited liability company, whose address is 9000 S.W. 152nd Street, Suite 106, Miami, Florida 33157.

ARTICLE VII

The members reserve the right to admit additional members by unanimous agreement of the members as to the admission of, and the consideration to be paid by, such new members, and subject to the terms and conditions of the Limited Liability Company's Regulations.

ARTICLE VIII

The Limited Liability Company will continue on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Limited Liability Company (collectively, "Withdrawal"), as long as there is at least one remaining member, and the remaining member(s) do not adopt a unanimous resolution not to continue the Limited Liability Company within 90 days after the Withdrawal of a member.

ARTICLE IX

A member's interest in the Limited Liability Company is not subject to assignment or transfer without the unanimous consent of the members, provided, however, that even absent such consent, a member's interest may pass by operation of law, or by inheritance without limitation as to the recipient, or by gift to such member's descendant(s) or spouse. Any member who shall be desirous of selling or otherwise transferring his share and interest in the Limited Liability Company other than by inheritance or by gift as set forth in the preceding sentence shall obtain the consent of all other members in writing prior to such transfer.

Audit No. H98000023454 5

Audit No. H98000023454 5

ARTICLE X

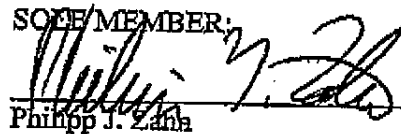
These Articles may be amended only by a unanimous vote of the members.

ARTICLE XI

The street address of the Limited Liability Company's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Donald E. Kubit, Esq.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.

SOLE MEMBER:


Philipp J. Zahn

FEDERAL REPUBLIC OF GERMANY)

CITY OF MUNICH)

I, the undersigned, an American Consul of the United States of America in the Federal Republic of Germany, hereby certify that Philipp J. Zahn, whose name in his capacity as Member of FTU CLEARWATER L.L.C. is signed to the foregoing instrument acknowledged before me on this day that he, in his aforesaid capacity, executed the same voluntarily for the purposes therein expressed on this ____ day of _____, 1998.

Given under my hand and seal of office this ____ day of _____, A.D., 1998.

(seal)

Consul of the United States of America

SEE ATTACHED

Audit No. H98000023454 5

FILED
98 DEC 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC. 17. 1998 4:01PM FOWLER WHITE

NO. 920 P. 5/8

OPTIONAL FORM 175
(FORMERLY FS-88)
MARCH 1975
DEPT. OF STATE
50175-101

Audit No. H98000023454 5

Certificate of Acknowledgment of Execution of an Instrument

(Country)
FEDERAL REPUBLIC OF GERMANY
LAND OF BAVARIA (or other political division)
CITY OF MUNICH SS
CONSULATE GENERAL OF THE
UNITED STATES OF AMERICA (or other political division)
(Name of foreign service office)

SS:

FILED
98 DEC 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Glen Keiser
American Consul

of the United States of America at Munich, Bavaria, Germany

duly commissioned and qualified, do hereby certify that on this 14th

day of December 1998, before me personally appeared PHILIPP JOHANNES ZAEN
(DATE)

WHO ACKNOWLEDGED HIMSELF TO BE A MEMBER OF FTU CLEARWATER I.L.C.

to me personally known, and known to me to be the individual--described in, whose
name is subscribed to, and who executed the annexed instrument, and being
informed by me of the contents of said instrument he duly acknowledged to me
that he executed the same freely and voluntarily for the uses and purposes therein
mentioned.

[SEAL]

In witness whereof I have hereunto set my hand and
official seal the day and year last above written.

Glen Keiser
Glen Keiser
American Consul of the United States of America.

NOTE.—Wherever practicable all signatures to a document should be included in one certificate.

Audit No. H98000023454 5

- 3a -

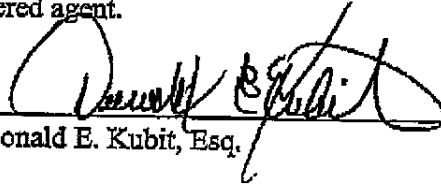
* U.S. Government Printing Office: 1987-0-247/00118

Audit No. H98000023454 5

--oOo--

**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

Having been named as registered agent for the above-named Limited Liability Company at the place designated in these Articles of Organization, 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.


Donald E. Kubit, Esq.

FILED
98 DEC 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H98000023454 5

Audit No. H98000023454 5

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

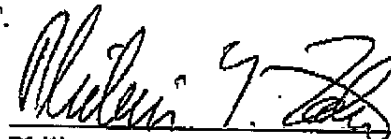
FEDERAL REPUBLIC OF GERMANY
LAND OF BAVARIA
CITY OF MUNICH
CONSULATE GENERAL OF THE
UNITED STATES OF AMERICA
FEDERAL REPUBLIC OF GERMANY

BEFORE ME, the undersigned authority personally appeared Philipp J. Zahn who, upon being duly sworn, deposes and says as follows:

1. The above-named limited liability company has one (1) member.
2. The total amount of cash contributed by the member is \$0.
3. If any, the agreed value of property other than cash contributed by the member is \$109,000.
4. The amount of cash or property anticipated to be contributed by the member is \$0.
5. The total amount of items 2, 3 and 4 is \$109,000.

FILED
98 DEC 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FURTHER AFFLIANT SAYETH NAUGHT.


Philipp J. Zahn, Sole Member

The Foregoing Affidavit of Membership and Contributions was sworn to and subscribed before me, the undersigned, an American Consul of the United States of America in the Federal Republic of Germany, by Philipp J. Zahn, whose name is signed to the foregoing Affidavit of Membership and Contributions as the Sole Member of FTU CLEARWATER L.L.C., and who acknowledged before me on this day that he, in his aforesaid capacity, executed the same voluntarily for the purposes therein expressed on this ____ day of _____, 1998.

Given under my hand and seal of office this ____ day of _____, A.D., 1998.

Consul of the United States of America

Subscribed and sworn to before me

this ____ day of **DEC 14 1998**

Audit No. H98000023454 5


Glen Keiser
American Consul

Audit No. H98000023454 5

**Exhibit to Affidavit of Contributions to
FTU CLEARWATER L.L.C.**

The property referred to in paragraph 3 of the forgoing Affidavit of Contributions consists of real estate located in Pinellas County, Florida having a street address of 2590 North McMullen Booth Road, Clearwater, Florida.

FILED
98 DEC 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H98000023454 5