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FILED
98 DEC 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 14, 1998

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re.: Bayfront Valet, L.L.C.

CM

Dear Sir or Madam:

Enclosed please find articles of organization and certificate of designation of registered agent/office for Bayfront Valet, L.L.C., with a \$285.00 check for filing fees.

Please forward a letter of acknowledgement to the undersigned upon your receipt. Thank you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Dave Grossman".

Dave Grossman

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****285.00 ****285.00

ARTICLES OF ORGANIZATION

ARTICLE I- Name:

The name of the Limited Liability Company is: Bayfront Valet, L.L.C.

ARTICLE II- Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 100 S. Biscayne Blvd., Suite 850, Miami, Florida 33131.

ARTICLE III- Duration

The period of duration will be ten (10) years.

ARTICLE IV- Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is: Bayfront Ventures, 100 S. Biscayne Blvd., Suite 850, Miami, FL 33131.

ARTICLE V- Admission of Additional Members:

By approval of all of the members, other persons or entities may become members.

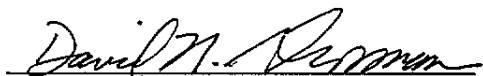
ARTICLE VI- Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 shall not cause or require the dissolution of the Company.

ARTICLE VII- Affidavit of Membership and Contributions

The undersigned authorized representative of a member of Bayfront Ventures certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$500.00;
- 3) if any, the agreed value of property other than cash contributed by members is \$0; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$60,500.00.



David N. Grossman, Authorized Representative of Bayfront Ventures

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**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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: BAYFRONT VALET, L.L.C.

2. The name and the Florida street address of the registered agent are:

DAVID N. GROSSMAN
NAME

100 SOUTH BISCAYNE BLVD. SUITE 850
Florida street address (P. O. Box NOT ACCEPTABLE)

MIAMI FL 33131
CITY, STATE AND ZIP

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.

David N. Grossman
SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent

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