

Division of Corporations

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From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
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LIMITED LIABILITY COMPANY

Club Miami Lakes, L.L.C.

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Estimated Charge	\$337.50

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 28, 1999

RICHARD M. GOLDSTEIN, ESQUIRE
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 FIRST UNION FINANCIAL CENTER
MIAMI, FL 33131-2338

SUBJECT: CLUB MIAMI LAKES, L.L.C.
REF: W99000002256

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6913.

Disne Cushing
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Fax Audit No. H99-2309

ARTICLES OF ORGANIZATION
OF
CLUB MIAMI LAKES, L.L.C.,
a Florida limited liability company

1. The name of the limited liability company is CLUB MIAMI LAKES, L.L.C.
2. The period of duration of the limited liability company shall commence upon the filing of these Articles of Organization and shall be perpetual.
3. The mailing address and the street address of the principal office of the limited liability company is:

2665 South Bayshore Drive
PH-2A
Coconut Grove, Florida 33133.
4. The name and street address of the initial registered agent of the limited liability company are:

Ezra Katz
2665 South Bayshore Drive
PH-2A
Coconut Grove, Florida 33133.
5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company. Only upon the approval of the Managing Member of the limited liability company.
6. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member of the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
7. The management of the limited liability company is reserved to its managing member. The name and address of the initial managing member of the limited liability company are:

Ezra Katz
2665 S. Bayshore Drive
PH-2A
Coconut Grove, Florida 33133

Dated: as of January 27, 1999.

By: 

Ezra Katz, Managing Member

This instrument prepared by:
Richard M. Goldstein, Esquire
Florida Bar No. 389617
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: (305) 374-7580

FAX AUDIT NO. H99- 2309

FAX AUDIT NO. H99- 2309

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of January 27, 1999.


Ezra Katz, Registered Agent

99 JAN 29 AM 11:30
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TALLAHASSEE, FLORIDA

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FAX AUDIT NO. H99- 2309

FAX AUDIT NO. H99- 2309

AFFIDAVIT

The undersigned, Ezra Katz ("Affiant"), a member of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, being first duly sworn on oath, hereby deposes and says as follows:

1. The limited liability company has at least one member.
2. The agreed value of property contributed or anticipated to be contributed to the limited liability company by its members, which shall consist of cash, is \$2,500,000.00. It is not anticipated that any real property contributions will be made to the limited liability company by its members.
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

Dated: as of January 27, 1999.

Ezra Katz, Managing Member

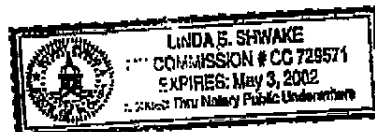
STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } ss:

The foregoing instrument was sworn to and subscribed before me this 27 day of January 1999, by Ezra Katz; such individual is personally known to me and has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]

Linda S. Shwake
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Linda S. Shwake
Serial No., if any: 00729571

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