

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8877 • Fax (850) 224-8066 • Toll Free (850) 224-1222

L99000001032

Tidal Wave Realty
Company, L.L.C.

200002778942--7
-02/18/99--01035--012
*****337.50 *****337.50

*Barbara w/ Mr. Braden's
offer confirmed Art. VII
means that anyone
contributing to the LLC will
automatically be admitted
as a new member.*
— *Yes*

L99-1032

Name _____
Availability _____
Amount _____
Examiner _____
Poster _____
Printer _____
Filer _____
Acknowledged _____
W. P. Veri _____

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

FILED
CO FEB 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 18 AM 10:59
TALLAHASSEE, FLORIDA

Signature _____

Requested by: *es* Date: *2/18* Time: *9:38*

Name _____ Will Pick Up _____

Walk-In _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 1999

CAPITAL CONNECTION

SUBJECT: TIDAL WAVE REALTY COMPANY, L.L.C.
Ref. Number: W99000004145

We have received your document for TIDAL WAVE REALTY COMPANY, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

The document must contain the entity's complete mailing address.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 399A00007405

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

TIDAL WAVE REALTY, L.L.C.

ARTICLE I
LIMITED LIABILITY COMPANY NAME

The name of this limited liability company shall be:

TIDAL WAVE REALTY, L.L.C.

ARTICLE II
COMMENCEMENT AND DURATION

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2024, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The limited liability company is hereby organized for the purposes of investments in real property in and outside the State of Florida but is shall be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV
INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND
REGISTERED OFFICE ADDRESS

The initial business address and mailing address for the limited liability company shall be:

2075 North Powerline Road
Pompano Beach, Florida 33069

and the name and address of the initial registered agent for the limited liability company shall be:

HARRY K. BENDER
BENDER, BENDER & CHANDLER, P.A.
5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, Florida 33146

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ARTICLE V
CONTRIBUTIONS

The total cash initially contributed to the limited company shall be Ten Thousand Dollars (\$10,000.00). It is anticipated that the initial members of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

ARTICLE VI
INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY

The initial organizer of this limited liability company is:

Harry K. Bender
5915 Ponce de Leon Blvd.
Suite 60
Coral Gables, Florida 33146

ARTICLE VII
INITIAL MEMBERS OF THE LIMITED LIABILITY COMPANY

The initial members of this limited liability company is:

Jack Casagrande
2075 North Powerline Road
Pompano Beach, Florida 33069

Bill Johnson
17971 N.W. 13 Street
Pembroke Pines, Florida 33029

Ralph Velocci
349 Center Island Street
Golden Beach, Florida

John J. Feeley, Jr.
111 Fountainbleu Blvd.
Miami, Florida 33172-4507

Pat Marzano
2075 North Powerline Road
Pompano Beach, Florida 33069

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

ARTICLE VIII
DEATH OR INCAPACITY OF A MEMBER OR MEMBERS

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

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Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

ARTICLE IX MANAGEMENT

This limited liability company shall initially be managed by one manager, although the number of managers of the company may be altered from time to time in accordance with the regulations of the company. The initial manager shall be Jack Casagrande, 2075 North Powerline Road, Pompano Beach, Florida 33069.

ARTICLE X REGULATIONS OF LIMITED LIABILITY COMPANY

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

ARTICLE XI INDEMNIFICATION

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

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9 FEB 18 PM 5:00
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TALLAHASSEE, FLORIDA

ARTICLE XII
THE TOTAL AMOUNT OF CASH AND DESCRIPTION

The total amount of cash contributed without property is \$250,000.00.

IN WITNESS WHEREOF, the undersigned Organizers have caused these Articles or Organization to be executed this 14 day of February, 1999.

BY: _____

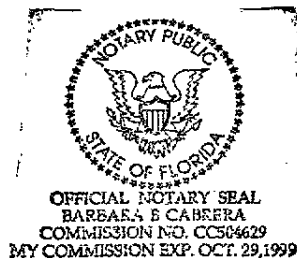
HARRY K. BENDER

STATE OF FLORIDA)
COUNTY OF DADE)

SWORN TO and SUBSCRIBED before me this 14 day of February, 1999, by HARRY K. BENDER, who is personally known to me and/or who has produced Florida Driver's License No. as identification and who did take an oath.

Barbara B. Cabrera
Notary Public, State of Florida

My Commission Expires:



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92 FEB 18 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees 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.

DATED this 14 day of February, 1999.



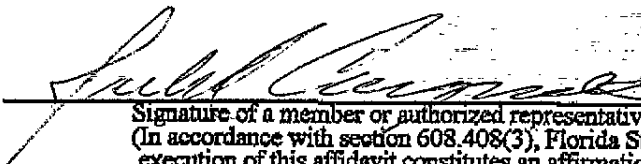
HARRY K. BENDER

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Bill Johnson,
Ralph Velocci, John J. Feeley, Jr., and Pat Marzano deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 250,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,700,000.00
- 5) the total amount of 2, 3, and 4 is \$ 1,950,000.00


Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

Jack R. Casagrande, Member and representative of other members

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