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April 8 , 1999

Registration Section  
Divisions of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

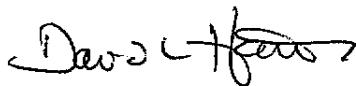
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\*\*\*293.75 \*\*\*293.75

RE: FLORIDA JAZZ #2, L.L.C.

To whom it may concern:

Enclosed please find my original and one copy of the Articles of Organization for the above-named entity, including a check in the amount of \$293.75 for the filing fee, registered agent, and certificaes of status. Contact my office should you have any question regarding the foregoing. Thank you for your cooperation.

Sincerely yours,



DAVID L. HATTON

enc.

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 12 AM 10:10

**ARTICLES OF ORGANIZATION**  
**FOR LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 12 AM 10:10

**ARTICLE I - Name**

The name of the Limited Liability Company is: FLORIDA JAZZ #2, L.L.C.

**ARTICLE II**  
**Address**

The mailing address and street address of the principal office of the Limited Liability Company is 28776 U.S. Highway 19, Clearwater, Florida 34621.

**ARTICLE III**  
**Duration**

The period of duration for the Limited Liability Company shall be for ninety nine (99) years from the date of filing of these articles of organization.

**ARTICLE IV**  
**Management**

The Limited Liability Company is to be managed by the managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is as follows:

David L. Hatton  
2250 S.W. 3rd Avenue, 5th Floor  
Miami, Florida 33129  
100% interest

**ARTICLE V**  
**Admission of Additional Members**

Members shall have the right to admit additional members according to the following terms and conditions: All members are required to vote on whether to admit any additional members. Members may conduct these matters telephonically, where a roll call will be taken for record keeping purposes. Each member's vote shall be weighted in proportion to the member's ownership percentage in accordance with Article IV.

**ARTICLE VI**  
**Restraint on Alienation of Shares**

The members of this limited liability company shall have the power to include in the bylaws, or by separate operating agreement adopted by a majority of the members of the limited liability company, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the limited liability company by any of its members, or in the event of the death of any of its members. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the members of the limited liability company; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such member interest. No member of the limited liability company may sell or transfer any member interest in the limited liability company except to another individual who is eligible to be a member of the limited liability company, and the sale or transfer may be made only after it has been approved at a member meeting especially called for that purpose. If any member becomes legally disqualified to conduct the stated purpose of the limited liability company in the state of Florida, is elected to public office, or accepts employment that places restrictions or limitations on the continuous rendering of such services, that member's interest shall be immediately become subject to purchase by the limited liability company in accordance with the bylaws or operating agreement adopted by the members.

**ARTICLE VII**  
**Registered Agent**

The name and street address of the initial registered agent of the Corporation is:  
David L. Hatton  
2250 S.W. 3rd Avenue, 5th Floor  
Miami, Florida 33129

**ARTICLE VIII**  
**Amendment**

The limited liability company reserves the right to amend or repeal any provisions in these articles of organization in the manner provided by law. Any right conferred on the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization this 8<sup>th</sup> day of April, 1999.



David L. Hatton

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is  
FLORIDA JAZZ #2, L.L.C.
  
2. The name and address of the registered agent and office is:

David L. Hatton  
2250 S.W. 3rd Avenue, 5th Floor  
Miami, Florida 33129

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 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 L. Hatton

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Florida Jazz #2, L.L.C. certifies:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is \$100.00.
- (3) If any, the agreed value of property other than cash contributed by members is \$0.00.
- (4) The total amount of cash and property contributed and anticipated to be contributed by members is \$100,000.00.



Signature of a member or an 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.)


David L. Hatton

Typed or printed name of signee.


STATE OF FLORIDA     )  
                                  ) S.S.  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared David L. Hatton, to me known or who has produced \_\_\_\_\_ as identification, to be the person described in and who subscribed to the above Articles of Organization, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on this 24<sup>th</sup> day of April, 1999.

  
NOTARY PUBLIC,  
State of Florida

My Commission Expires:

 Sharon Urquiza  
My Commission CC731332  
Expires April 6, 2002