

L99 000 002288

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, 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.

(((H99000009495 5)))

22

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

CM

From: Account Name : TEW & BEASLEY, L.L.P.
Account Number : 073674003226
Phone : (305) 536-1112
Fax Number : (305) 536-1116

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29

LIMITED LIABILITY COMPANY

Pelican Hotel L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$346.25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 22 PM 3:11

RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 22, 1999

BRIAN TAGUE, P.A.
TEW CARDENAS REBAK KELLOGG ET AL
201 S. BISCAYNE BLVD., #2600
MIAMI, FL 33131

SUBJECT: PELICAN HOTEL I.L.C.
REF: W99000009564

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29

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.

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: R99000009495
Letter Number: 699A00021184

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

H99000009495 5

ARTICLES OF ORGANIZATION

FOR

PELICAN HOTEL L.L.C.

ARTICLE I. - NAME:

The name of this Limited Liability Company ("Company") shall be:

PELICAN HOTEL L.L.C.

ARTICLE II. - ADDRESS:

The mailing address and street address of the principal office of the Company is:
o/o QPF Management, Inc., 1680 Meridian Avenue, Suite 420, Miami Beach, Florida 33139.

ARTICLE III. - DURATION:

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE IV. - MANAGEMENT:

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

QPF Management, Inc.
1680 Meridian Avenue, Suite 420
Miami Beach, Florida 33139

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

Thomas R. Lehman, P.R.
Tew Cardenas Rebek Kellogg Lehman
DeMaria & Togue, L.L.P.
201 S. Biscayne Blvd., Suite 2600
Miami, Florida 33131
Florida Bar No. 351318

H99000009495 5

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR 22 AM 10:29

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the 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 continual membership of a member in the Company shall be determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Pelican Hotel L.L.C. certifies that:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member is \$ 200.00
- 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.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 200.00

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.)

By: OPE Management, Inc., its Manager, By: Jacob I. Sopher, its President
Typed or printed name of signer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29

H99000009495 5

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION AS OF THE ____ DAY OF APRIL, 1999

By: QPF MANAGEMENT, INC., a Florida corporation, its Manager

By: _____

Name: JACOB I. SOPHER

Title: PRESIDENT

STATE OF NEW YORK)
COUNTY OF New York)

The forgoing instrument was acknowledged before me this 21st day of APRIL, 1999 by Jacob I. Sopher, as the President of QPF Management, Inc., a Florida corporation, on behalf of said corporation. He is personally known to me or has produced a driver's license as identification and he did not take an oath.

Gary R. Marrelli
Notary Public, State of Florida at Large
New York

My commission expires:

GARY R. MARRELLI
Notary Public, State of New York
No. 41-4591593
Qualified in Nassau County
Commission Expires July 31, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29

H99000009495 5

H99000009495 5

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.

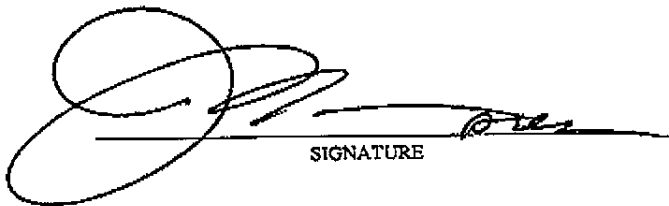
- 1. The name of the limited liability company is: PELICAN HOTEL L.L.C.
- 2. The name and the Florida street address of the registered agent are:

THOMAS R. LEHMAN, P.A.
NAME

c/o TEW CARDENAS, ET AL.
201 S. Biscayne Boulevard, 26th Floor
Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 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.


SIGNATURE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 22 AM 10:29

H99000009495 5