

L99000002714



ACCOUNT NO. : 072100000032

REFERENCE : 237284 4344659

AUTHORIZATION :

COST LIMIT : \$ 346.25

Patricia Pujot

ORDER DATE : May 12, 1999

ORDER TIME : 11:42 AM

ORDER NO. : 237284-010

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CUSTOMER NO: 4344659

CUSTOMER: Andrew Dunstan, Legal Asst
GREENBERG TRAUIG HOFFMAN
GREENBERG TRAUIG HOFFMAN
Suite 300 East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: DELRAY BEACH YACHT CLUB,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

Document CONTACT PERSON: Janna Wilson

Examiner DCC

Updater DCC

Qualifier DCC

Acknowledgement DCC

W. P. Verifier DCC

EXAMINER'S INITIALS:

[Handwritten signatures and initials]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 12 PM 12:47
DIVISION OF CORPORATION

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4 pages

**ARTICLES OF ORGANIZATION
OF
DELRAY BEACH YACHT CLUB, L.L.C.**

ARTICLE I – Name

The name of the Limited Liability Company is Delray Beach Yacht Club, L.L.C.

ARTICLE II – Address

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Winston Management Corp.
311 W. Superior Street, Suite 525
Chicago, IL 60610

ARTICLE III – Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV – Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Jeffrey B. Gelman
c/o Chicago Capital Consultants
1919 N. Sheffield Avenue
Chicago, IL 60614

Barry L. Weinstein
c/o Winston Management Corp.
311 W. Superior Street, Suite 525
Chicago, IL 60610

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ARTICLE V – Affidavit Of Membership And Contributions

The undersigned member of Delray Beach Yacht Club, L.L.C. certifies:

- 1. the above named Limited Liability Company has at least one member;
- 2. the total amount of cash contributed by the members is \$4,000,000;
- 3. if any, the agreed value of property other than cash contributed by members is \$ _____;
(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 members is \$4,000,000.

Barry L. Weinstein
 Signature of a member

(In accordance with section 608.408(c), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

BARRY L WEINSTEIN
 Typed or printed name of signee

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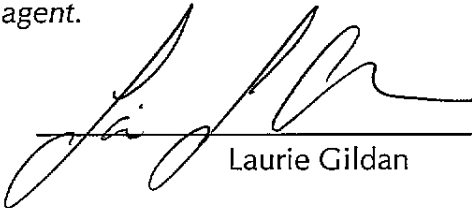
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 Delray Beach Yacht Club, L.L.C.
2. The name and the Florida street address of the registered agent are:

Laurie Gildan, Esq.
c/o Greenberg Traurig, P.A.
777 S. Flagler Drive, #300E
West Palm Beach, Florida 33401

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.


Laurie Gildan

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