

L99000003384

LYNN & HANSON, P.A.

ATTORNEYS AT LAW
48 N.E. 15TH STREET
SECOND FLOOR
HOMESTEAD, FLORIDA 33030

TELEPHONE (305) 246-1600
FACSIMILE (305) 248-3098

JOHN M. LYNN
CARL HANSON

OF COUNSEL:
PROENZA, ROBERTS AND HURST, P.A.
GROVE PLAZA
2900 MIDDLE STREET
MIAMI, FLORIDA 33133

May 24, 1999
via Federal Express

Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

RE: Ocean Reef Plaza, L.C.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for **Ocean Reef Plaza, L.C.**, together with our check in the amount of \$337.50 to cover the following cost of filing:

Filing Fee	\$285.00
Certified Copy	52.50
TOTAL	\$337.50

300002895923--4
-06/07/99--01014--010
***337.50 ***337.50

Should you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,



Carl Hanson

CH/csb
Enclosure(s)

W99-13465

Document Examiner
Dater

L99000003384

FILED

99 JUN 10 PM 4:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 270445 10625A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : -\$ 337.50

ORDER DATE : June 10, 1999

ORDER TIME : 3:48 PM

ORDER NO. : 270445-005

500002901335--1

CUSTOMER NO: 10625A

CUSTOMER: Carl P. Hanson, Esq
LYNN & HANSON, P.A.
LYNN & HANSON, P.A.
2nd Floor
48 Ne 15th Street
Homestead, FL 33030

DOMESTIC FILING

NAME: OCEAN REEF PLAZA, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<u>XX</u>	CERTIFIED COPY
Availability	<u> </u>	PLAIN STAMPED COPY
	<u> </u>	CERTIFICATE OF GOOD STANDING
Document Examiner	CONTACT DCC	PERSON: Jeanine Reynolds
Updater	DCC	
Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS: _____

RECEIVED
99 JUN 10 PM 4:43
FBI - TAMPA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 9, 1999

CARL HANSON
LYNN & HANSON, P.A.
48 N.E. 15TH STREET, 2ND FLOOR
HOMESTEAD, FL 33030

SUBJECT: OCEAN REEF PLAZA, L.C.
Ref. Number: W99000013465

We have received your document for OCEAN REEF PLAZA, 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):

On the affidavit you can not list in excess of an amount must be given.,

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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

Tammi Cline
Document Specialist

Letter Number: 699A00031197

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

OCEAN REEF PLAZA, L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 9 Barracuda Lane, Key Largo, Florida 33037.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: PERPETUAL

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the managing member. The name and address for the managing member is:

Wayne J. Hilmer
1551 Via Tuscan
Winter Park, Fl 32789

ARTICLE VI. CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company of the cash or property set forth in the Affidavit of Membership and Contributions attached hereto.

FILED
99 JUN 10 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VIII. PROFITS AND LOSSES

Net profits and net losses shall be allocated to the members of the company proportionally in relation to the total capital contribution of each such member.

ARTICLE IX. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE X. TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

The undersigned authorized representative of a member of OCEAN REEF PLAZA, L.C. hereby executes these articles of organization on this 10th Day of June 1999.

CORPORATION SERVICE COMPANY

Deborah D. Skipper

BY: Deborah D. Skipper
as its agent as authorized
representative of OCEAN REEF
PLAZA, L.C.

FILED
JUN 10 PM 4:59
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

Dated: June 10, 1999

AKC/jkg

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 10 PM 4:59

FILED

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of OCEAN REEF PLAZA, L.C. 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 2,000.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is -0-:
- 4) the amount of cash or property anticipated to be contributed by member(s) not to exceed 1,000,000.00. This total includes amounts from 2 and 3 above.

Deborah D. Skipper

It's Agent, Deborah D. Skipper
for Corporation Service Company in its
capacity as authorized representative
of a member of OCEAN REEF PLAZA, L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 10 PM 4:59

FILED

JKG

06/10/99

14:44

8505211010

CSC NETWORK/PH

00000000

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of Ocean Reef Plaza, L. C. (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 10th day of

June, 1999

Candance S. Brownlow

Witness

Candance S. Brownlow

Typed or Printed Name

Carl Hanson

Signature

Carl Hanson

Typed or Printed Name

Denise M. Webb

Witness

Denise M. Webb

Typed or Printed Name