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RICHARD K. FUEYO
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JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

June 2, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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****337.50 ****337.50

RE: Filing Articles of Organization of FAF Kings Miami, L.L.C.
Our File No.: FAFN-3

Dear Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the Articles of Organization of FAF Kings Miami, L.L.C., an Affidavit by the President of the Managing Member, Daniel Lubeck, and a check for the filing fee and certified copy in the amount of \$337.50.

Please date stamp and return the enclosed copy of the Articles for our records.

Sincerely,

J. Riddle

Jennifer Riddle, Legal Assistant to
David M. Jeffries

/jdr
enclosures
cc: Daniel Lubeck
177910.1

L99-3570

Name	OK 6-17
Availability	OK
Document	OK
Examiner	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 1999

JENNIFER RIDDLE
BUSH ROSS GARDNER WARREN
220 SOUTH FRANKLIN STREET
TAMPA, FL 33602

SUBJECT: FAF KINGS MIAMI, L.L.C.
Ref. Number: W99000013277

We have received your document for FAF KINGS MIAMI, L.L.C.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$337.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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

Tammi Cline
Document Specialist

Letter Number: 099A00030900

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99 JUN 16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FAF KINGS MIAMI, L.L.C.**

The undersigned member, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is FAF KINGS MIAMI, L.L.C. (the "Company").

ARTICLE II

Duration of Existence

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State and thereafter shall remain in existence until such time as the occurrence of any dissolving event. Any of the following acts or events shall dissolve the Company: (a) the resignation, other withdrawal or remove of the managing member (as defined in the Company's Regulations); (b) a determination by the managing member that the Company should be dissolved, after receiving consent of a majority in interest of the non-managing members (as defined in the Company's Regulations); (c) the sale or other disposition by the Company of all or substantially all of its investments, unless the Company as part of the consideration for any such sale or other disposition, acquires a security interest in all or

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TALLAHASSEE, FLORIDA

substantially all such investments; or (d) when required by law (each a "Dissolving Event"). The dissolution shall be effective upon the occurrence of any of the above Dissolving Events without any further action required on the part of the Company or its members; provided that following the occurrence of Dissolving Event (a) above, the non-managing members of the Company may, in accordance with the Company's Regulations, elect to continue the business of the Company.

ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE IV

Regulations

The power to adopt, alter, amend or repeal Regulations governing the operation of the Company shall be vested in its members.

ARTICLE V

Mailing and Street Address; Initial Registered Agent

The Company's initial mailing and street address is 13575 58TH Street North, Suite 144, Clearwater, FL 33760 , and its initial registered agent is David M. Jeffries, whose address is 220 South Franklin Street, Tampa, Florida 33602.

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ARTICLE VI

Additional Members

The Company shall not admit a new member to the Company without the prior written consent of a majority in interest of the Company's non-managing members. A member may not assign all or part of such member's membership interest in the Company without first obtaining the written consent of the managing member.

ARTICLE VII

Continuation of the Company

The Company shall not automatically terminate upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that the member whose membership is terminated is not the managing member of the Company. Upon termination of the membership of a managing member, the Company will automatically terminate, provided that the holders of a majority in interest of the non-managing members shall have the right to continue the business of the Company in accordance with the Company's Regulations.

ARTICLE VIII

Management of the Company

The Company shall be managed by its members and the initial managing member of the Company shall be:

FAF Group IX, Inc., 13575 58th Street North, Suite 144, Clearwater, FL 33760.

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TALLAHASSEE, FLORIDA

ARTICLE IX

Indemnification

If in the judgment of all of the members, the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by the §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 2nd day of June, 1999.

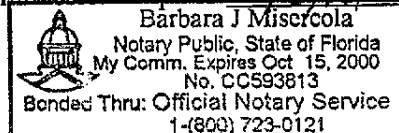
FAF Group IX, Inc., Managing Member

By: Daniel E. Lubeck
Daniel Lubeck, President

STATE OF FLORIDA
COUNTY OF Pinellas

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 2nd day of June, 1999, by, Daniel Lubeck, President of FAF Group IX, Inc., who is personally known to me, or who has produced as identification (check one).

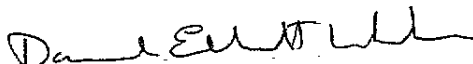
Barbara J. Misercola
NOTARY PUBLIC, State of Florida at Large
Print Name: Barbara J. Misercola
My Commission Expires: 10/15/2000



**CERTIFICATE DESIGNATING
REGISTERED AGENT**

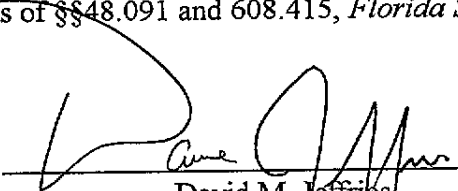
Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, FAF Kings Miami, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates David M. Jeffries an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.

FAF Group IX, Inc., Managing Member

By: 
Daniel Lubeck, President

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.


David M. Jeffries

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TAMPA FLORIDA

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF Pineellas

Daniel Lubeck, being sworn, upon his oath deposes and says:

1. I am President of FAF Group IX, Inc., which is the managing member of FAF Kings Miami, L.L.C., a Florida limited liability company (the "Company").
2. This affidavit is being made in accordance with §608.407(2) of the Florida Statutes.
3. The Company has at least two members.
4. The Members have contributed a total of \$100 in capital to the Company.
5. The total amount of the capital contributions anticipated to be contributed by the members is \$500.00.

FAF Group IX, Inc., Managing Member

By: Daniel Lubeck
Daniel Lubeck, President

STATE OF FLORIDA
COUNTY OF Pineellas

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 2nd day of June, 1999, by, Daniel Lubeck, President of FAF Group IX, Inc., who is _____ personally known to me or _____ who has produced _____ as identification.

~~(check one)~~

Barbara J. Misercola
NOTARY PUBLIC, State of Florida
at Large
Print Name: Barbara J. Misercola
My Commission Expires: 10/15/2000

