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LIMITED LIABILITY COMPANY

lakeside equestrian center, L.L.C.

Name	MJH
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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 1999

KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

SUBJECT: LAKESIDE EQUESTRIAN CENTER, L.L.C.
REF: W99000014390

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.

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ARTICLES OF ORGANIZATION
FOR
LAKESIDE EQUESTRIAN CENTER, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is LAKESIDE EQUESTRIAN CENTER, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 10625 El Paraiso Place, Delray Beach, Florida 33446.

ARTICLE III - DURATION

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

ARTICLE IV - CAPITAL SHARES

The Limited Liability Company is authorized to issue 10,000 shares of capital shares, which shall be designated "Capital Shares." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company interest issued by the Limited Liability Company and setting forth the number of Capital Shares issued and outstanding in the name of such member.

ARTICLE V - MANAGEMENT

5.1 The Limited Liability Company has a board of managers and the business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. No member of the Limited Liability Company, in such capacity as a member, shall have any right or authority to act for or to bind the Limited Liability Company.

5.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company is:

Arthur Cohen
10625 El Paraiso Place
Delray Beach, Florida 33446

Prepared by: Robert M. Kramer, Bar No. 181940, 4000 Hollywood Blvd., # 485 So.
Hollywood, FL 33021, phone: (954)966-2112

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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon approval of members owning a majority of the issued and outstanding Capital Shares of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning a majority of the issued and outstanding Capital Shares of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the approval of members owning a majority of the issued and outstanding Capital Shares of the Limited Liability Company.

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, 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 of the Limited Liability Company, upon the approval of members owning a majority of the issued and outstanding Capital Shares of the Limited Liability Company.

ARTICLE VIII - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

ARTICLE IX - AMENDMENT OF ARTICLES OF ORGANIZATION

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the full extent permitted by law.

ARTICLE XI - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of LAKESIDE EQUESTRIAN CENTER, L.L.C. certifies:

- 1) The above limited liability company has at least one member;
- 2) The total amount of cash contributed by the members is \$250,000.00; and
- 3) The total amount of cash contributed and anticipated to be contributed by members is \$250,000.00.

(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.)

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IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Articles of Organization this 18 day of JUNE, 1999.

A handwritten signature in cursive script, appearing to read "Arthur Cohen", written over a horizontal line.

ARTHUR COHEN, Manager and
authorized representative of the members
of the Limited Liability Company

**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 LAKESIDE EQUESTRIAN CENTER, L.L.C.
2. The name and the Florida street address of the registered agent are:

Robert M. Kramer
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

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.


ROBERT M. KRAMER, Registered Agent

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