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LIMITED LIABILITY COMPANY

gulfside winter haven, l.l.c.

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ARTICLES OF ORGANIZATION
OF
GULFSIDE WINTER HAVEN, L.L.C.

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ARTICLE I - NAME

The name of the Limited Liability Company is: Gulfside Winter Haven, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 363 Granello Avenue, Coral Gables, Florida 33146.

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 following members and the name and address of such managing members is:

<u>Name</u>	<u>Address</u>
Jackson Ward	363 Granello Avenue Coral Gables, FL 33146

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Limited Liability Company is July 6, 1999.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization this 6th day of July, 1999.

Prepared:
Norman S. Weider, Esq.
100 S.E. 2 St. #3950
Miami, FL 33131
(305) 371-6338 - FL BAR #150388


Jackson Ward
Managing Member

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,
IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Gulfside Winter Haven, L.L.C.
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3950
Miami, Florida 33131

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 PROPERTY AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION, AS REGISTERED
AGENT.



NORMAN S. WEIDER, ESQ.

DATE: 7/2/99

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)

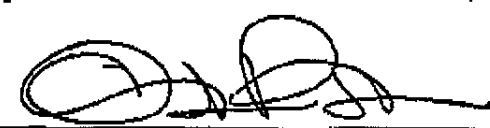
COUNTY OF MIAMI-DADE) SS:

The undersigned Managing Member of Gulfside Winter Haven, L.L.C. deposes and says:

1. The above named Limited Liability Company has at least one member.
2. The total amount of cash contributed by the Members is: One Hundred Dollars (\$100.00). It is anticipated that an additional Nine Hundred Dollars (\$900.00) in cash shall be contributed by the Members. The total amount of the cash contributed and the cash to be contributed is \$1,000.00. No property or services have been or will be contributed.


 Jackson Ward, Managing Member

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared this 6th day of July, 1999, Jackson Ward, as the Managing Member of Gulfside Winter Haven, L.L.C. who executed the foregoing instrument and who is personally known to me or who has produced a Florida driver's license, as identification, and who did take an oath.


 Notary Public
 State of Florida
Print Name: **ODALIS PADRON**

My Commission Expires:

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