

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Beach B organizers' Funding, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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4.) _____
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SPECIAL INSTRUCTIONS

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**ARTICLES OF ORGANIZATION
of
BEACH B ORGANIZERS' FUNDING, L.C.**

The undersigned initial member of Beach B Organizers' Funding, L.C., a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is:

BEACH B ORGANIZERS' FUNDING, L.C.

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ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on the date these Articles of Organization are filed with the Department of State of Florida, and shall continue until June 30, 2049, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

100 Southeast 2nd Street, Suite 2800
Miami, Florida 33131

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

100 Southeast 2nd Street, Suite 2800
Miami, Florida 33131

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S Registered Agent Corporation
100 Southeast 2nd Street, Suite 2800
Miami, Florida 33131

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ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the unanimous written consent of all the members of the Company. Any new member so approved shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization and such other documents, statutes, rules, regulations or guidelines as the existing members may from time to time determine in their sole discretion.

ARTICLE VII. TRANSFER OR ASSIGNMENT OF A MEMBER INTEREST

A member may transfer or assign all or part of his or its interest in the Company and such assignee thereof may become a member of the Company in accordance with the Sections 608.432

and 608.433 of the Act, unless otherwise set forth in the Regulations of the Company, as existing from time to time.

ARTICLE VIII. DISSOLUTION OF COMPANY

Notwithstanding the death, retirement, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall not dissolve except as otherwise provided in the Regulations then in existence.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The names and addresses of the initial managers are set forth below. The managers shall serve until the first annual meeting of members or until their successors are elected and qualify.

Michael Kosnitzky
100 Southeast 2nd Street, Suite 2800
Miami, Florida 33131

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization by unanimous written consent of all the members of the Company.

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ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations by the unanimous written consent of all the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 7th day of July, 1999.

INITIAL MEMBER:

Michael Kosnitzky
Michael Kosnitzky

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of Beach B Organizers' Funding, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S REGISTERED AGENT CORPORATION

By: Michael Kosnitzky
Michael Kosnitzky, President

Dated: July 11th, 1999.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an initial member of Beach B Organizers' Funding, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one member.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to be made by the members to the Company is \$ 100.00.
4. There have been no contributions of property, and there is no anticipated capital contribution of property, to me made by the members to the Company, other than the cash contributions designated above.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as the initial member of the Company, declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

DATED: July 1th, 1999.

INITIAL MEMBER:

Michael Kosnitzky
Michael Kosnitzky

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