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From: Account Name : GREENSPOON MARDER HIRSCHFELD RAKKIN ROSS & BERGER,  
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**LIMITED LIABILITY COMPANY**

**PARAMOUNT RESORTS L.L.C.**

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**ARTICLES OF ORGANIZATION  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is Paramount Resorts L.L.C.

**ARTICLE II - Duration:**

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 30 years thereafter.

**ARTICLE III - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

**ARTICLE IV - Registered Agent:**

The name and address of the initial registered agent for this Limited Liability Company is Gregory J. Blodig, Esq., c/o Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

Gregory J. Blodig, Esq.  
Greenspoon, Marder et al.  
100 W. Cypress Creek Rd., #700  
Ft. Lauderdale, FL 33309  
954-491-1120  
Fla. Bar 274062

Audit No. H99000022838

**ARTICLE V - Management:**

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as the initial managers are:

Kevin Sheehan: 100 West Cypress Creek Road  
Suite 700  
Ft. Lauderdale, FL 33309

Gerald Greenspoon: 100 West Cypress Creek Road  
Suite 700  
Ft. Lauderdale, FL 33309

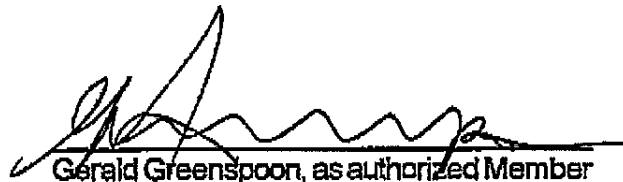
**ARTICLE VI - Admission of Additional Members:**

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

**ARTICLE VII - Members' Rights to Continue Business:**

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue the business on 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 Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 9 day of September, 1999.

  
Gerald Greenspoon, as authorized Member

**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 IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

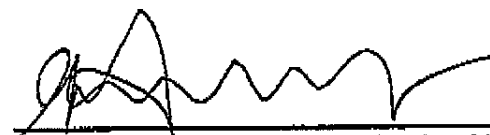
1. The name of the Limited Liability Company is:

Paramount Resorts L.L.C.

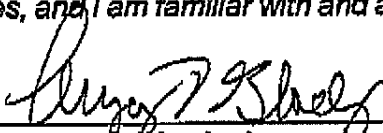
2. The name and address of the registered agent and office is:

Gregory J. Blodig, Esq.  
Greenspoon, Marder, Hirschfeld,  
Rafkin, Ross & Berger, P.A.  
100 West Cypress Creek Road, Suite 700  
Ft. Lauderdale, FL 33309

By:

  
Gerald Greenspoon, as authorized Member

*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.*

  
(Signature)


9-9-99  
(Date)

# **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Paramount Resorts L.L.C. deposes and says:

- (1) the above Limited Liability Company has at least two members
- (2) the total amount of cash contributed by the member(s) is ..... \$ 100.00
- (3) if any, the agreed value of property other than cash contributed by member(s) is ..... \$ -0-  
A description of the property is attached and made a part hereto.
- (4) the amount of cash or property anticipated to be contributed by member(s) is ..... \$ 900.00
- (5) the total amount of 2, 3, and 4 is ..... \$1,000.00

By:

  
Gerald Greenspoon, as authorized Member

Signature of a member or authorized representative of a member.  
(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.)

G:\CW\Greenspoon.GarParamountResorts-LLC.km