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Division of Corporations

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From: Account Name : GREENSPOON MARDER HIRSCHFELD RAKLIN ROSS & BERGER,
Account Number : 076064003722
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LIMITED LIABILITY COMPANY
POMPANO BEACH RESORT DEVELOPMENT GROUP L.L.C.

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9/13

AUDIT NO.: H99000022835

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

ARTICLE I - Name:

The name of the Limited Liability Company is Pompano Beach Resort Development Group 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

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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 13 day of September, 1999.


Gerald Greenspoon, as authorized 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 SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

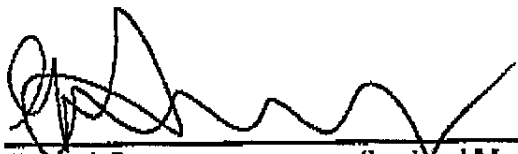
1. The name of the Limited Liability Company is:

Pompano Beach Resort Development Group L.L.C.

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

Gregory J. Blodig, Esq.
Greenspoon, Marder, Hirschfeld,
Raffin, 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)

9-13-99
(Date)


AUDIT NO.: H99000022835

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Pompano Beach Resort Development Group 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.)

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