

L99000008382

TRANSMITTAL LETTER
FOR LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600003055236--2
-11/29/99--01102--004
***130.00 ***130.00

SUBJECT: ~~TWIN ISLAND L.L.C.~~ *Banyan Ocean L.L.C.*

Enclosed is an original and one copy of the articles of organization and a check for: ~~\$130.00~~ *\$5 for Certificate & Statute*

~~\$285~~
~~Filing Fee~~
~~and Regis-~~
~~tered Agent~~
~~Designation~~

~~\$293.75~~
~~Filing Fee,~~
~~Registered~~
~~Agent Desig-~~
~~nation, and~~
~~Certificate~~

~~\$337.50~~
~~Filing Fee,~~
~~Registered~~
~~Agent Desig-~~
~~nation and~~
~~Certified Copy~~

~~\$346.25~~
~~Filing Fee,~~
~~Registered~~
~~Agent Desig-~~
~~nation, Certified~~
~~Copy, and~~
~~Certificate~~

From: Teck Seng Ng.
1000 10th Ave. South Apt. 2
Lake Worth, FL 33460

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF**

BANYAN OCEAN, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **BANYAN OCEAN, L.L.C.**

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be **1000 10TH Avenue South Apt. 2, Lake Worth, FL 33460.**

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is **Teck Seng Ng, 1000 10TH Avenue South Apt. 2, Lake Worth, FL 33460.**

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or



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TALLAHASSEE, FLORIDA

dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

NAME

Teck Seng Ng,

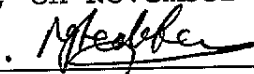
ADDRESS

1000 10TH Avenue South Apt. 2,
Lake Worth, FL 33460.

Teck Seng Ng,

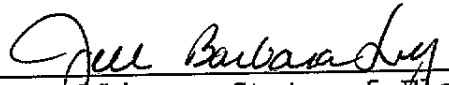
1000 10TH Avenue South Apt. 2,
Lake Worth, FL 33460.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at 2655 North Ocean Drive, Singer Island, Florida 33404, on November 23 1999.


Teck Seng Ng

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this November 23, by Teck Seng Ng.


Notary Public -- State of Florida
(name, typed or printed)

Produced Identification Florida Driver's License W200-817-64-042-0

(Seal)

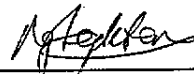


Jill Barbara Levy
My Commission CC697057
Expires November 29, 2001

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of **BANYN OCEAN L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



TECK SENG NG.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA