

Division of Corporations

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L990000008823**Florida Department of State**

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305)541-3694

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LIMITED LIABILITY COMPANY**THM OCEAN, LLC**

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
THM OCEAN, LLC

Under Section 608 of the Florida Limited Liability Company Law

FIRST: The name of the limited liability company (the "LLC") is THM OCEAN, LLC having its principal place of business at 101 N. Ocean Drive, #213, Hollywood, Florida 33019 with a mailing address of 101 N. Ocean Drive, #213, Hollywood, Florida 33019.

SECOND: The County within this State in which the office of the limited liability company is to be located is Broward.

THIRD: Tudzarov & Greenberg, P.A. is designated as agent of the limited liability company upon whom process against it may be served. The post office address within or without this state upon which service is to be made is: 345 W. Oakland Park Boulevard, Fort Lauderdale, Florida 33311.

FOURTH: The Articles of Organization shall be effective upon filing.

FIFTH: The limited liability company is to be managed by 1 or more managers. The original managers of the limited liability company are:

Thomas Komitzer, 101 N. Ocean Drive, #213, Hollywood, Florida 33019.

SIXTH: The LLC is organized solely to purchase, acquire, buy, sell, own, mortgage, trade in, hold, develop, lease, manage, subdivide, and otherwise deal in and with certain real property, and to do any and all things necessary, incidental or appropriate to that purpose.

SEVENTH: The LLC shall not commingle assets with any person or entity. The LLC shall maintain separate accounts and books and records. The LLC shall pay its debts and obligations from its own funds. The LLC shall observe the following "Separateness Covenants:"

a. to maintain books and records separate from any other person or

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- entity;
- b. not to commingle its assets or funds with those of any other person or entity;
 - c. to conduct its own business in its own name;
 - d. to maintain separate financial statements;
 - e. to pay its own liabilities out of its own funds;
 - f. to observe all limited liability company formalities;
 - g. to conduct all transactions with its parent or any affiliates on an arm's-length basis and pursuant to enforceable agreements;
 - h. to pay the salaries of its own employees;
 - i. not to guarantee, become obligated for or pay the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
 - j. to fairly and reasonably allocate and charge any overhead for shared office space and common employees;
 - k. to use its own letterhead, invoices and checks;
 - l. not to pledge its assets for the benefit of any other entity;
 - m. to hold itself out as a separate entity; and
 - n. to file its own tax returns

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EIGHTH: The assets of the members shall not at any time be commingled with the assets of the LLC, any dealings between the LLC and its members shall be true "arm's-length" transactions.

NINTH: To the extent permitted by law, upon the resignation of two or more of the Members, the vote of a majority-in-interest of the remaining members shall be sufficient to continue the life of the LLC. If the required consents of the remaining members to continue the LLC is not obtained, the LLC shall not liquidate collateral.

TENTH: The right to add Members to the LLC will require unanimous vote by the Members.

IN WITNESS WHEREOF, this certificate has been subscribed this 10 day of December, 1999.

THM OCEAN, LLC

By: [Signature]
(Name and capacity of signer)

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H99000031940**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 STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

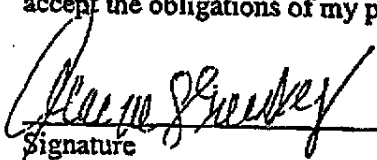
THM OCEAN, LLC.

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


Tudzarov & Greenberg, P.A.
345 W. Oakland Park Blvd.
Fort Lauderdale, FL 33311

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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



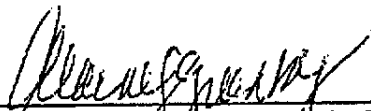
Date

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MEMBERSHIP AND CONTRIBUTION

In accordance with section 608.408(3), Florida Statutes, the execution of this Membership and Contribution constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Elaine S. Greenberg, attorney in fact

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