

REQUESTED BY
TSI TITLE & ESCROW
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2004 AUG -4 AM 9:53

WERNER CHRISTEN
RECORDER

\$ 40.00 PAID Bl DEPUTY

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Stephen V. Novacek (17408-0152)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**Colonial Bank, N.A.
2000 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33409**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
PRESTIGE CORPORATE HEADQUARTERS, LLC

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
7228-C Westport Place West Palm Beach FL 33413 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
LLC Florida 0817 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
Colonial Bank, N.A.

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
2000 Palm Beach Lakes Blvd. West Palm Beach FL 33409 USA

4. This FINANCING STATEMENT covers the following collateral:

The collateral consists of all personal property and fixtures described in Exhibit "A" attached hereto, owned or hereafter acquired by Debtor, a portion of which may be located upon the real property described in Exhibit "B" attached hereto and by this reference made a part hereof.

5. ALTERNATIVE DESIGNATION [if applicable]: LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAIOLR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum. 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [if applicable] [ADDITIONAL FEE] [optional] All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

DOUGLAS COUNTY RECORDER

08809

**0620581
BK0804 PG01296**

Instructions for UCC Financing Statement (Form UCC1)

Please type or laser-print this form. Be sure it is completely legible. Read all Instructions, especially Instruction 1; correct Debtor name is crucial. Follow Instructions completely.

Fill in form very carefully; mistakes may have important legal consequences. If you have questions, consult your attorney. Filing office cannot give legal advice. Do not insert anything in the open space in the upper portion of this form; it is reserved for filing office use.

When properly completed, send Filing Office Copy, with required fee, to filing office. If you want an acknowledgment, complete item B and, if filing in a filing office that returns an acknowledgment copy furnished by filer, you may also send Acknowledgment Copy; otherwise detach. If you want to make a search request, complete item 7 (after reading Instruction 7 below) and send Search Report Copy, otherwise detach. Always detach Debtor and Secured Party Copies.

If you need to use attachments, you are encouraged to use either Addendum (Form UCC1Ad) or Additional Party (Form UCC1AP).

- A. To assist filing offices that might wish to communicate with filer, filer may provide information in item A. This item is optional.
B. Complete item B if you want an acknowledgment sent to you. If filing in a filing office that returns an acknowledgment copy furnished by filer, present simultaneously with this form a carbon or other copy of this form for use as an acknowledgment copy.

- Debtor name:** Enter only one Debtor name in item 1, an organization's name (1a) or an individual's name (1b). Enter Debtor's exact full legal name. Don't abbreviate.
 - Organization Debtor.** "Organization" means an entity having a legal identity separate from its owner. A partnership is an organization; a sole proprietorship is not an organization, even if it does business under a trade name. If Debtor is a partnership, enter exact full legal name of partnership; you need not enter names of partners as additional Debtors. If Debtor is a registered organization (e.g., corporation, limited partnership, limited liability company), it is advisable to examine Debtor's current filed charter documents to determine Debtor's correct name, organization type, and jurisdiction of organization.
 - Individual Debtor.** "Individual" means a natural person; this includes a sole proprietorship, whether or not operating under a trade name. Don't use prefixes (Mr., Mrs., Ms.). Use suffix box only for titles of lineage (Jr., Sr., III) and not for other suffixes or titles (e.g., M.D.). Use married woman's personal name (Mary Smith, not Mrs. John Smith). Enter individual Debtor's family name (surname) in Last Name box, first given name in First Name box, and all additional given names in Middle Name box.
For both organization and individual Debtors: Don't use Debtor's trade name, DBA, AKA, FKA, Division name, etc. in place of or combined with Debtor's legal name; you may add such other names as additional Debtors if you wish (but this is neither required nor recommended).
 - An address is always required for the Debtor named in 1a or 1b.
 - Reserved for Financing Statements to be filed in North Dakota or South Dakota only. If this Financing Statement is to be filed in North Dakota or South Dakota, the Debtor's taxpayer identification number (tax ID#) — social security number or employer identification number must be placed in this box.
 - e.g. "Additional information re organization Debtor" is always required. Type of organization and jurisdiction of organization as well as Debtor's exact legal name can be determined from Debtor's current filed charter document. Organizational ID #, if any, is assigned by the agency where the charter document was filed; this is different from tax ID #; this should be entered preceded by the 2-character U.S. Postal identification of state of organization if one of the United States (e.g., CA12345, for a California corporation whose organizational ID # is 12345); if agency does not assign organizational ID #, check box in item 1g indicating "none."

Note: If Debtor is a trust or a trustee acting with respect to property held in trust, enter Debtor's name in item 1 and attach Addendum (Form UCC1Ad) and check appropriate box in item 17. If Debtor is a decedent's estate, enter name of deceased individual in item 1b and attach Addendum (Form UCC1Ad) and check appropriate box in item 17. If Debtor is a transmitting utility or this Financing Statement is filed in connection with a Manufactured-Home Transaction or a Public-Finance Transaction as defined in applicable Commercial Code, attach Addendum (Form UCC1Ad) and check appropriate box in item 18.
- If an additional Debtor is included, complete item 2, determined and formatted per Instruction 1. To include further additional Debtors, attach either Addendum (Form UCC1Ad) or Additional Party (Form UCC1AP) and follow Instruction 1 for determining and formatting additional names.
- Enter information for Secured Party or Total Assignee, determined and formatted per Instruction 1. To include further additional Secured Parties, attach either Addendum (Form UCC1Ad) or Additional Party (Form UCC1AP) and follow Instruction 1 for determining and formatting additional names. If there has been a total assignment of the Secured Party's interest prior to filing this form, you may either (1) enter Assignor S/P's name and address in item 3 and file an Amendment (Form UCC3) [see item 5 of that form]; or (2) enter Total Assignee's name and address in item 3 and, if you wish, also attaching Addendum (Form UCC1Ad) giving Assignor S/P's name and address in item 12.
- Use item 4 to indicate the collateral covered by this Financing Statement. If space in item 4 is insufficient, put the entire collateral description or continuation of the collateral description on either Addendum (Form UCC1Ad) or other attached additional page(s).
- If filer desires (at filer's option) to use titles of lessee and lessor, or consignee and consignor, or seller and buyer (in the case of accounts or chattel paper), or bailee and bailor instead of Debtor and Secured Party, check the appropriate box in item 5. If this is an agricultural lien (as defined in applicable Commercial Code) filing or is otherwise not a UCC security interest filing (e.g., a tax lien, judgment lien, etc.), check the appropriate box in item 5, complete items 1-7 as applicable and attach any other items required under other law.
- If this Financing Statement is filed as a fixture filing or if the collateral consists of timber to be cut or as-extracted collateral, complete items 1-5, check the box in item 6, and complete the required information (items 13, 14 and/or 15) on Addendum (Form UCC1Ad).
- This item is optional. Check appropriate box in item 7 to request Search Report(s) on all or some of the Debtors named in this Financing Statement. The Report will list all Financing Statements on file against the designated Debtor on the date of the Report, including this Financing Statement. There is an additional fee for each Report. If you have checked a box in item 7, file Search Report Copy together with Filing Officer Copy (and Acknowledgment Copy). Note: Not all states do searches and not all states will honor a search request made via this form; some states require a separate request form.
- This item is optional and is for filer's use only. For filer's convenience of reference, filer may enter in item 8 any identifying information (e.g., Secured Party's loan number, law firm file number, Debtor's name or other identification, state in which form is being filed, etc.) that filer may find useful.

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EXHIBIT "A"

To UCC-1 Financing Statement

The collateral consists of all personal property and improvements (collectively "Improvements"), now owned or hereafter acquired by Debtor located or hereafter to be constructed upon the real property located in Douglas County, Nevada (the "Property") described in **Exhibit "B"** and other personal property, including, but not limited to:

(a) All buildings and other improvements now or hereafter located on the Property, all water and water rights (whether riparian, appropriative, or otherwise, and whether or not appurtenant), pumps and pumping stations used in connection therewith and all shares of stock evidencing the same, all machinery, equipment, appliances, furnishings, inventory, fixtures, and other property used or useable in connection with the Property and the improvements thereon, including, but not limited to, all storage tanks and pipelines, all gas, electric, heating, cooling, air conditioning, refrigeration and plumbing fixtures and equipment, which have been or may hereafter be attached or affixed in any manner to any building now or hereafter on the Property (the "Improvements");

(b) All the rights, rights of way, easements, licenses, profits, privileges, tenements, hereditaments and appurtenances, now or hereafter in any way appertaining and belonging to or used in connection with the Property and/or the Improvements, and any part thereof or as a means of access thereto, including, but not limited to, any claim at law or in equity, and any after acquired title and reversion in or to each and every part of all streets, roads, highways and alleys adjacent to and adjoining the same;

(c) All rentals, earnings, income, accounts receivable, deposits, security deposits, receipts, royalties, revenues, issues and profits which may accrue from the Property and/or the Improvements and any part thereof;

(d) All deposits made with or other security given to utility companies by Debtor with respect to the Property and/or the Improvements, and all advance payments of insurance premiums made by Debtor with respect thereto and claims or demands relating to insurance;

(e) All existing and future goods and tangible personal property located on the Property or wherever located now owned or hereafter acquired by Debtor and used in connection with the use, operation or occupancy of the Property, including, but not limited to, all appliances, furniture and furnishings, fittings, materials, supplies, equipment and fixtures, and all supplies, and equipment now or hereafter delivered to the Property and installed or used or intended to be installed or used therein; and all renewals or replacements thereof or articles in substitution thereof;

(f) All general intangibles relating to design, operation, management and use of the Property, including, but not limited to, (i) all names under which or by which the Property or the Improvements may at any time be operated or known, all rights to carry on business under any such names or any variant thereof, and all goodwill in any way relating to the Property, (ii) all permits, licenses, authorizations, variances, land use entitlements, approvals and consents issued or obtained in connection with the operation and use of the Improvements, (iii) all permits, licenses, approvals, consents, authorizations, franchises and agreements issued or obtained in connection with the use, occupancy or operation of the Property, (iv) all materials prepared for filing or filed with any governmental agency, and (v) all of Debtor's rights, under any contract in connection with the development, design, use, operation and management of the Property;

(g) All service, engineering, consulting, leasing, architectural and other similar contracts of any nature as such may be modified, amended or supplemented from time to time, concerning the management, operation, occupancy, use, and/or disposition of any portion of or all of the Property;

(h) All architectural drawings, plans, specifications, soil tests, feasibility studies, appraisals, engineering reports and similar materials relating to any portion of or all of the Property;

(i) All reserves, deferred payments, deposits, refunds, cost savings and payments of any kind relating to the operation, occupancy, use and disposition of any portion of or all of the Property;

(j) All proceeds and claims arising on account of any damage to or taking of the Property or any part thereof, and all causes of action and recoveries for any loss or diminution in the value of the Property;

(k) All policies of, and proceeds resulting from insurance relating to the Property or any of the above collateral, and any and all riders, amendments, extensions, renewals, supplements or extensions thereof, and all proceeds thereof;

(l) All shares of stock or other evidence of ownership of any part of the Property that is owned by Debtor in common with others, including all water stock relating to the Property, if any, and all documents or rights of membership in any owners' or members' association or similar group having responsibility for managing or operating any part of the Property; and

(m) All proceeds, whether cash, promissory notes, contract rights, or otherwise, of the sale or other disposition of all or any part of the estate of Debtor upon the Property now or hereafter existing thereon.

* * * * *

Exhibit "B"

Legal Description

Parcel 1

All that certain lot, piece or parcel of land situate in the County of Douglas, State of Nevada, more particularly described as follows:

All that portion of Section 9, Township 13 North, Range 18 East, M.D.& M, more particularly described as follows:

Beginning at the Northwesterly corner of Lot 6 of Block C, Zephyr Cove Properties Amended No. 2, Document No. 00267, which lies on the Southerly right of way line of Lake Shore Blvd.

Thence along said right of way lines South 36° 22' 35" East 64.00 feet to the most Easterly corner of said Lot 6;

Thence along the Southeasterly line of said Lot 6 and the extension thereof, South 20° 06' 18" West 196.90 feet, more or less, to the point of approximate low water line of Lake Tahoe, at an elevation of 6223.00 feet, Lake Tahoe datum;

Thence along said approximate low water line, North 45° 47' 09" West 91.39 feet more or less;

Thence North 26° 00' 00" East 148.71 feet, more or less;

Thence North 36° 22' 35" West 62.54 feet;

Thence North 34° 51' 48" East 50.00 feet;

Thence South 36° 22' 35" East 129.00 feet to the point of beginning.

The basis of bearing for this description is identical to the Amended Map of Subdivision No. 2 of Zephyr Cove Properties Inc., recorded as Document No. 00267.

The above mentioned approximate low water elevation is referenced from that legal description recorded as Document No. 0507672, Douglas County, Nevada records

That Grant, Bargain and Sale deed legal description recorded as Document No. 0508635 in Book 0201, Page 2189, was used in the preparation of this legal description.

July 26, 2004
02026-6

legal desc.
Page 2 of 3

DESCRIPTION
Adjusted A.P.N. 1318-09-810-005

Parcel 2

All that real property situate in the County of Douglas, State of Nevada, more particularly described as follows:

BEGINNING at the most Northerly corner of Lot 6, Block C, Zephyr Cove Properties Amended No. 2, Document No. 00267, which lies on the Southerly right-of-way line of Lake Shore Blvd;

THENCE along said right-of-way line S 36°22'35" E, 64.00feet to the most easterly corner of said Lot 6;

THENCE along the southeasterly line of said Lot 6 and the extension thereof, S20°06'18" W, 196.90 feet, more or less, to the point of approximate Low water Line of Lake Tahoe, at an elevation of 6223.0 feet, Lake Tahoe Datum;

THENCE along said approximately Low Water Line N 45°47'09" W, 91.39 feet, more or less;

THENCE N 26°00'00" E, 148.71 feet, more or less;

THENCE N 36°22'35" W, 62.54 feet;

THENCE N 34°51'48" E, 50.00 feet;

THENCE S 36°33'35" E, 65.00 feet to the **POINT OF BEGINNING**

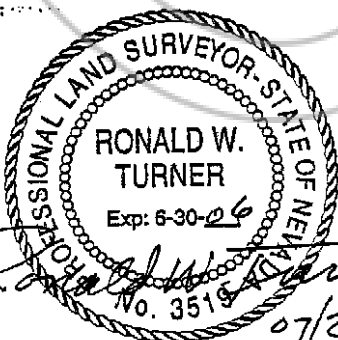
Containing 0.41 acres, more or less.

The Basis of Bearing for this description is identical to Amended Map of Subdivision No. 2 of Zephyr Cove Properties, Inc., recorded as Document No. 00267.

The above mentioned approximate Low Water elevation is referenced from that legal description recorded as Document No. 0507672, Douglas County, Nevada Records.

That Grant, Bargain, and Sale Deed legal description recorded as Document No. 0508635 in Book 0201, Page 2189 was used in the preparation of this legal description.

Prepared by: Turner & Associates, Inc
Land Surveying
P.O. Box 5067
Stateline, NV 89449



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Parcel 3

Description
Driveway and Public Utility Easement for APN 1318-09-810-004

All that real property situate in the County of Douglas, State of Nevada, more particularly described as follows:

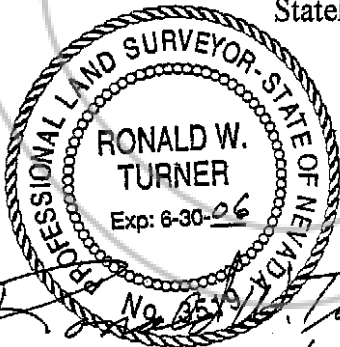
All that portion of Lots 6 & 7, Block C, of Zephyr Cove Properties Amended No. 2, filed for record on August 5, 1929, as Document No. 00267, more particularly described as follows:

Beginning at the Northeast corner of said Lot 6;
thence South 60°41'58" West 51.92 feet;
thence North 56°47'44" West 37.32 feet;
thence North 26°00'00" East 13.31 feet;
thence South 61°33'05" East 5.14 feet;
thence North 82°50'06" East 32.13 feet;
thence North 37°01'18" East 23.50 feet;
thence South 36°22'35" East 33.93 feet to the Point of Beginning.

The Basis of Bearing for this description is identical to the above referenced Zephyr Cove Properties Amended No. 2.

Note: Refer this description to your title company before incorporating into any legal document.

Prepared by: Turner & Associates, Inc
Land Surveying
P.O. Box 5067
Stateline, NV 89449



Ronald W. Turner
07/27/04

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