AUG-05-03 TUE 10:11 AM LAZARUS CORPORATION

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LIMITED LIABILITY COMPANY

NYMI ENTERPRISES, L.L.C.

Certificate of Status	0
Certified Copy	I
Page Count	04
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

OF

NYMI ENTERPRISES, L.L.C.

a Florida limited liability company

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida profit limited liability company adopts the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is NYMI ENTERPRISES, LLC.

ARTICLE II.

The period of existence of the limited liability company shall be perpetual, commencing on the date the original Articles were filed.

ARTICLE III.

The mailing address and street address of the principal office of this limited liability company are:

Street Address

Mailing Address

2350 Coral Way

588 Seaman Avenue

Suite 401

Baldwin, NY 11510

Miami, Florida 33145

ARTICLE IV.

The name and address of the registered agent is:

Registered Agent

Address of Registered Office

Kevin L. Deeb, Esquire

2350 Coral Way

Suite 401

Miami, Florida 33145-3536

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 as provided for in Chapter 608, F.S.

Kevin L. Deeb, Registered Agent

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ARTICLE V.

The Operating Agreement of the limited liability company (hereinafter the "Company") contains provisions regarding:

- 1. The nature of the business to be transacted or the purposes to be promoted or carried out by the Company, which shall be to own, operate, manage, develop, mortgage, lease, sell and to otherwise undertake such activities as are determined by the Company with respect to the following property known as "Biscayne Building" with an address at 7700 Biscayne Boulevard, Miami, Florida and the personal property of the Company which is located therein or is used in connection therewith, and all business of the Company relating thereto, and for no other purpose whatsoever.
- 2. The rights of the members to admit additional members and the terms and conditions of the admissions.
- 3. The rights of the remaining members of this Company to continue the business of this Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which may terminate the continued membership in this Company.

ARTICLE VI.

The management of the Company is to be reserved to a Member, more specifically, Jerry Nemzer, having an address at 588 Scaman Avenue, Baldwin, NY 11510 (the "Managing Member").

ARTICLE V.

The names and street addresses of the current Members are (hereinafter the "Members"):

Name

Street Address

Jerry Nemzer

588 Scaman Avenue Baldwin, NY 11510

Shemtov Alboher

715 Park Lane

Cedar liurst, NY 11516

Jacob Ofir

49 Elaine Drive Oceanside, NY 11572

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ARTICLE VIII.

The Interests of the current Members shall be evidenced by Certificates, which shall be issued by the corporation reflecting the percentage interest held by the Members.

ARTICLE IX.

The Operating Agreement between the Managing Entity and the Company shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the Members of the Company in the manner set forth in the Operating Agreement; provided, however, that the consent of the Managing Entity shall be required before any amendment, alteration or repeal of the Operating Agreement.

in witness, whereof					these	Articles	O
Organization thisday of	2wot	, 2003, at M	liami	, Florida.			
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		Kevin L. E	eeb,	Authorize	d Repr	esentativ	ē.
						<i>y</i> ≠ 1,	
STATE OF FLORIDA)) ss	•				* *	
COUNTY OF MIAMI-DADE)						

ON THIS 23rd day of June, 2003, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Kevin L. Deeb, known to me to be the person whose name is subscribed to the above Articles of Organization, and who acknowledged that he is an authorized representative of a member and executed the same for the purposes therein contained, and presented a Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last aforesaid.

My Commission Expires:

Printed Name Haid Conzair Notary Public, State of Florida

ANA L. GONZALEZ

MY COMMISSION # 0D 056728

EXPIRES: September 12, 2005

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