

L040000 60771

(Requestor's Name)

(Address)

(Address)

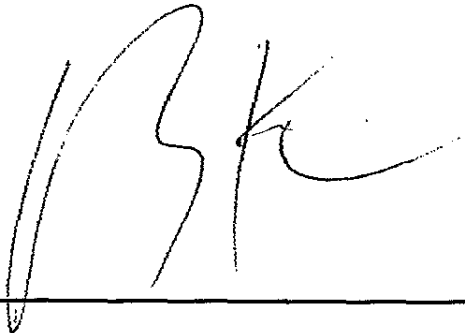
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

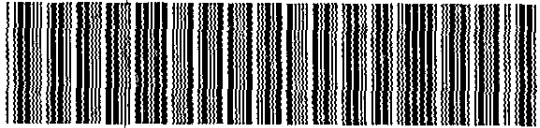
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  


Office Use Only



700039626477

08/17/04--01011--023 \*\*155.00

FILED  
04 AUG 17 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
04 AUG 17 AM 10:28  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

8/16

Donald D. Wilson

Requestor's Name

9500 S. Dadeland Blvd. #700

Address

Miami FL 33156

City State ZIP Phone

0267A

VALIDATION ONLY

Charter Number Only

FILED  
04 AUG 17 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Diplomat oceanfront Residences  
Unit 1404, LLC

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Pick Up
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

Empire Toll Free: 1-800-432-3028

**FILED**  
04 AUG 17 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
DIPLOMAT OCEANFRONT RESIDENCES UNIT 1404, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be Diplomat Oceanfront Residences Unit 1404, LLC, ("Company").

ARTICLE 2 – ADDRESS

The principal place of business of the Company in Florida shall be 6210 Paradise Point Drive, Miami, FL, 33157 and the mailing address shall be the same.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall not terminate and shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 – PURPOSES AND POWERS

The purpose and business of this Limited Liability Company is to investment in various assets for profit to acquire and manage real estate and to engage in any other lawful activity for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is 6210 Paradise Point Drive, Miami, FL, 33157. The name and address of the registered agent of this Company is Donald D. Wilson Jr., 9500 S. Dadeland Boulevard, Suite 700, Miami, Florida 33156.

ARTICLE 7 – MANAGEMENT

The Managers of the Company shall be:

Operating Manager: Jeffrey M. Epstein  
Secretary: Jeffrey M. Epstein  
Treasurer: Jeffrey M. Epstein

whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). 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 member(s) 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 9 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 one remaining member.

ARTICLE 10 – MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) 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 name and address of the member(s) of the Company are:

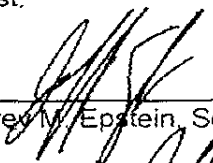
Jeffrey M. Epstein  
6210 Paradise Point Drive  
Miami, FL 33157


## ARTICLE 11 – INDEMNIFICATION

The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a member or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

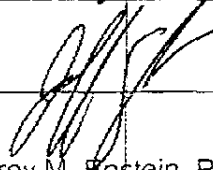
IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this August 13, 2004.

Attest:

  
\_\_\_\_\_  
Jeffrey M. Epstein, Secretary

  
\_\_\_\_\_  
Jeffrey M. Epstein, Member

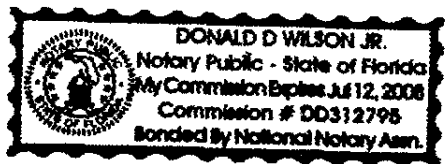
By:  
Jeffrey M. Epstein, President  
of Diplomat Oceanfront Residences  
Unit 1404, LLC, Operating Manager

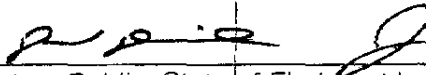
  
\_\_\_\_\_  
Jeffrey M. Epstein, President of  
Diplomat Oceanfront Residences,  
Unit 1404, LLC, Member  
(Please print name)

STATE OF FLORIDA  
ss  
COUNTY OF DADE

BE IT REMEMBERED, that on this day before me personally came the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the free and voluntary act of deed of them, and each of them, each for himself and not for the other, and that the facts therein stated are truly set forth.

WITNESS my hand and notarial seal at MIAMI, FLORIDA, this 13th day of  
August, 2004.



  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My commission expires:

July 12, 2008

**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.

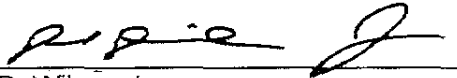
1. The name of the limited liability company is:

**Diplomat Oceanfront Residences Unit 1404, LLC**

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

Donald D. Wilson Jr.  
9500 S. Dadeland Blvd.  
Suite 700  
Miami, FL 33156

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 of registered agent and agree to act in its 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.

  
\_\_\_\_\_  
Donald D. Wilson Jr.

\_\_\_\_\_  
August 13, 2004