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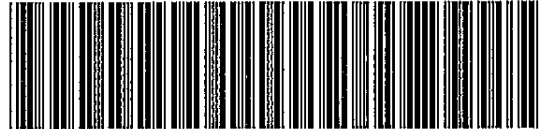
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05 MAY -9 AM 7:37
SECRETARY OF STATE
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RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 361009 7390792

AUTHORIZATION :

COST LIMIT : \$ ~~125~~

Patricia Pigott

FILED
05 MAY -9 AM 7:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 9, 2005

ORDER TIME : 2:33 PM

ORDER NO. : 361009-005

CUSTOMER NO: 7390792

CUSTOMER: Desi Kellermann, Esq.
Rosenthal Rosenthal Rasco LLC

Suite 500, Turnberry Plaza
2875 N.e. 191 Street
Aventura, FL 33180

DOMESTIC FILING

NAME: EN GOLDEN STATE, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
EN GOLDEN STATE, LLC**

FILED
05 MAY -9 AM 7:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Limited Liability Company, pursuant to Florida Statutes Chapter 608, regarding Limited Liability Companies, does hereby certify as follows:

**ARTICLE I
Name**

The name of said Limited Liability Company shall be EN GOLDEN STATE, LLC.

**ARTICLE II
Principal and Mailing Address**

The principal and mailing address of the corporation shall be 2875 NE 191st Street Suite 500, Aventura, Florida 33180.

**ARTICLE III
Duration**

EN GOLDEN STATE, LLC shall have a perpetual duration from the date of the filing of these Articles of Organization, unless and until the Company shall be dissolved by the Managing Member as set forth in the Operating Agreement of EN GOLDEN STATE, LLC.

**ARTICLE IV
Purposes**

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as 1999 West Adams Street, Los Angeles, California 90018 (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE V
Powers and Duties**

(a) Notwithstanding any other provisions of these Articles and so long as any obligations secured by that certain Mortgage dated during May 2005 in favor of General Electric Commercial Finance Business Property Corporation, a Delaware corporation, as lender (the "Mortgage") remains outstanding and not discharged in full, without the prior written consent of the holder of the Mortgage, the Managing Member and the Company shall have no authority to:

(i) borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and lease obligations in the normal course of business, or

grant consensual liens on the Company's property; except, however, that the Managing Member is hereby authorized to secure financing for the Company pursuant to the terms of the Mortgage and other indebtedness expressly permitted therein or in the documents related to the Mortgage, and to grant a mortgage, lien or liens on the Company's property to secure such Mortgage;

- (ii) dissolve or liquidate the Company;
- (iii) sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;
- (iv) amend, modify or alter Articles IV, V, VI, VII or VIII of these Articles of Organization; or
- (v) merge or consolidate with any other entity.

(b) Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Managing Member and the Company shall have no authority, unless such action has been approved by the unanimous vote of the Managing Members Board of Directors and the unanimous consent of all other Members, file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action.

(c) So long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Company shall have a corporate member having articles of incorporation containing the restrictions and terms set forth in Articles II, III and IV of the Managing Member's Articles of Incorporation as of the date hereof, and the Company shall have no other managing members.

ARTICLE VI

Title to Company Property

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

ARTICLE VII
Separateness/Operations Matters

The Company shall:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) correct any known misunderstanding as to its separate identity;
- (l) not permit any affiliate to guarantee or pay its obligations (other than limited guarantees set forth in the Mortgage or related documents); and
- (m) not make loans or advances to any other person.

ARTICLE VIII
Effect of Bankruptcy, Death or Incompetency of a Member

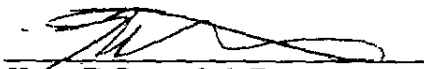
The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, personal representative, executor, administrator, committee, guardian or conservator of such

... have all the rights of such Member for the purpose of settling or managing its estate
... subject to satisfying conditions precedent to the admission of such assignee as a
... Statute Member. The transfer by such trustee, receiver, executor, administrator, committee,
guardian or conservator of any Company Interest shall be subject to all of the restrictions,
hereunder to which such transfer would have been subject if such transfer had been made by such
bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing
shall apply to the extent permitted by applicable Florida law.

ARTICLE VIII Registered Agent

The registered agent for service of process as required by and within the meaning of Florida
Statutes Chapter 608 shall be: Kerry E. Rosenthal, Esq., Rosenthal Rosenthal Rasco, 2875
Northeast 191st Street, Suite 500, Aventura, Florida 33180.

*Having been named as registered agent and to accept service of process for the above stated limited
liability company of 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.*


Kerry E. Rosenthal, Esq.

ARTICLE X Management of Limited Liability Company

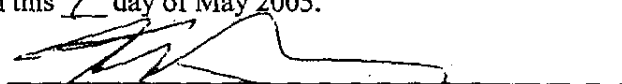
The management of EN GOLDEN STATE, LLC is reserved to the Manager, ENEC
REALTY, LLC.

ARTICLE XI Members

The sole member of EN GOLDEN STATE, LLC shall be:

ENEC REALTY, LLC a Florida limited liability company
2500 E. Hallandale Beach Blvd.,
Hallandale Beach, FL 33009

IN WITNESS WHEREOF, the undersigned representative of the Managing Member
has executed these Articles of Organization on this 2 day of May 2005.


Kerry E. Rosenthal, Esq.
Authorized Representative of ENEC REALTY, LLC