

L06000003112

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

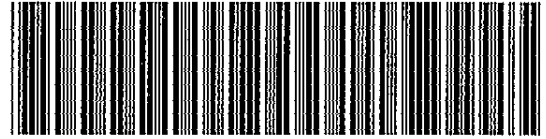
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REGISTRATION DIVISION
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 802660 83216A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 10, 2006

ORDER TIME : 10:01 AM

ORDER NO. : 802660-005

CUSTOMER NO: 83216A

FILED
2006 JAN 10 PM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CLEAWATER DOWNTOWN PROPERTIES,
LLC

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
CLEARWATER DOWNTOWN PROPERTIES, LLC**

The undersigned authorized representative of the member and manager of the captioned limited liability company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

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ARTICLE I

Name, Mailing Address and Purpose of Organization

The name of this limited liability company is CLEARWATER DOWNTOWN PROPERTIES, LLC (the "Company"). The Company's principal address and mailing address is 1755 Kennedy Causeway, North Bay Village, Florida 33141. The Company's initial registered agent is Nicholas F. Lang, P.A., whose address is 5001 Fourth Street North, Suite A, St. Petersburg, Florida 33703. The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

ARTICLE II

Duration of Existence

The Company shall remain in existence from the date the Articles of Organization are filed with the Florida Department of State until terminated in accordance with the provisions of the Florida Limited Liability Company Act or the Company's Operating Agreement.

ARTICLE III

Management of the Company

The Company shall be managed by one or more managers, who shall be elected by the members in the manner set forth in the Company's Operating Agreement. The name and address of the initial Manager shall be:

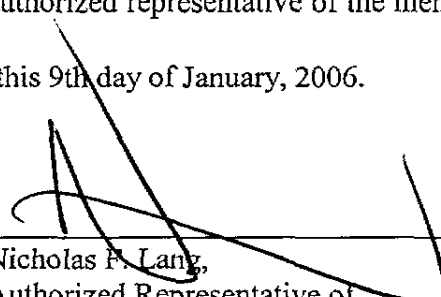
<u>Name</u>	<u>Address</u>
Menahem Perets	1141 50 th Street, Brooklyn, New York 11219

ARTICLE IV

Indemnification

If in the judgment of the Company's Managers, the criteria set forth in §608.4229, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any manager or member, or former manager or member, his/her or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4229, *Florida Statutes*.

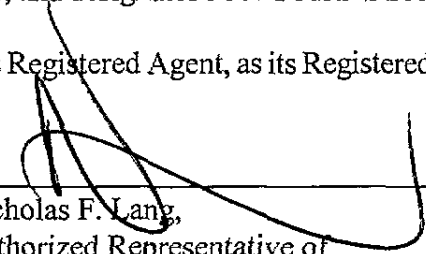
IN WITNESS WHEREOF, the undersigned authorized representative of the member and manager has executed these Articles of Organization this 9th day of January, 2006.



Nicholas F. Lang,
Authorized Representative of
Member and Manager

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, CLEARWATER DOWNTOWN PROPERTIES, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its member and manager, hereby designates Nicholas F. Lang, P.A., a corporation under the laws of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State, and designates 5001 Fourth Street North, Suite A, St. Petersburg, Florida 33703, the business of its Registered Agent, as its Registered Office.

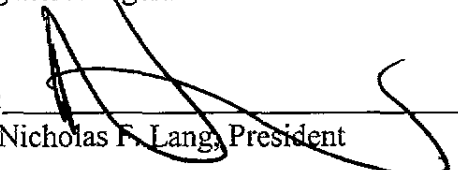


Nicholas F. Lang,
Authorized Representative of
Member and Manager

ACKNOWLEDGMENT

The undersigned hereby accepts its appointment as Registered Agent of the above named limited liability company and agrees to act as such in accordance with the provisions of §§48.091 and §608.415, *Florida Statutes*.

Nicholas F. Lang, P.A.,
Registered Agent

By: 

Nicholas F. Lang, President