

NATIONSCORP REGISTERED AGENTS, INC.
 526 East Park Avenue, Suite 200
 Tallahassee, FL 32301

OFFICE USE ONLY (Document #)

(Requester Name)

 (Address)

 (City, State, Zip) (Phone #)

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 DIVISION OF CORPORATION

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

300001497733
 -05/24/95--01023--001
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1. 1616 Associates, L.C.
 (Corporation Name) (Document #)
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 (Corporation Name) (Document #)

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 DIVISION OF CORPORATION

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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 DIVISION OF CORPORATION

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1995

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: 1616 ASSOCIATES, L.C.
Ref. Number: W95000010657

We have received your document for 1616 ASSOCIATES, L.C. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 195A00025789

*Return for
check for
\$337.50*

ARTICLES OF ORGANIZATION
OF
1616 ASSOCIATES, L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be 1616 Associates, L.C. and its principal place of business shall be in the County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members. The principal place of business shall be 1250 S. Military Trail, Apt. 1616, Deerfield Beach, Florida 33442.

ARTICLE II - PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize and in any manner, dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in

such capacity or under such arrangement develop, improve stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation or service, and to render any other service or assistance insofar as it lawfully may, under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise

any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE III - CASH CONTRIBUTIONS

Capital Contributions in the amount of One Thousand (\$1,000) Dollars cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by a majority in interest of the members.

ARTICLE IV - PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to share in the profits proportionately in accordance with their respective capital contributions at the time distributions are made.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE V - LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the managers of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a vote of a majority in interest of the members of the limited liability company.

ARTICLE VI - DURATION

This limited liability company shall exist until twenty-nine (29) years from the date of filing of these articles with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII - MANAGEMENT

Management of this limited liability company is reserved to its managers, whose names and addresses are as follows:

Gary Weber
1250 S. Military Trail #1616
Deerfield Beach, Florida 33442

Allen Weber
2525 Palmer Avenue
New Rochelle, New York 10801

Such individuals shall serve as managers until the first annual meeting of members or until their successors shall have been elected and qualified.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The address of the initial registered office of the limited liability company is 526 East Park Avenue, Suite 200, Tallahassee, State of Florida, and the name of its initial registered agent at such address is NationsCorp Registered Agents, Inc.

ARTICLE IX - RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by a majority in interest thereof. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred, except with written consent of a majority in interest of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon consent of a majority in interest of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of 1616 ASSOCIATES, L.C.

EXECUTED by the undersigned at New Rochelle, New York on
May 5th , 1995.

Gary Weber
GARY WEBER


Allen Weber
ALLEN WEBER

Diana Weber
DIANA WEBER

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss.:

Before me, the undersigned authority, personally appeared Allen Weber and Diana Weber, to me known to be the persons described in and who subscribed the above and foregoing Article of Organization and they freely and voluntarily acknowledged before me according to law that they made and subscribe the same for the uses and purposes therein mentioned and set forth.

Witness my hand and official seal in the County and State last aforesaid, this 5 day of May, 1995.



Notary Public
State of New York

DOUGLAS R. HOYT
Notary Public, State of New York
No. 8989141
Qualified in Westchester County
Commission Expires June 30, 1996

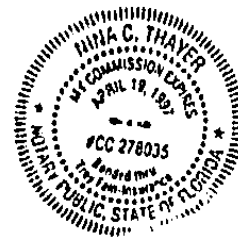
STATE OF FLORIDA)
COUNTY OF Palm Beach) ss.:

RECORDED
MAY 19 1995
COUNTY OF PALM BEACH
FLORIDA

Before me, the undersigned authority, personally appeared Gary Weber, to me known to be the person described in and who subscribed the above and foregoing Articles of Organization and they freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

Witness my hand and official seal in the County and State last aforesaid, this 2nd day of May, 1995.

Kina C. Thayer
Notary Public



STATE OF FLORIDA
CERTIFICATE NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED

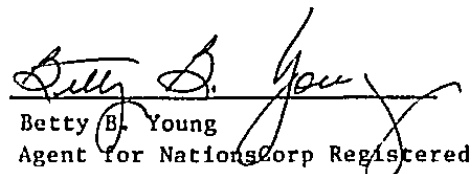
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Florida Statute 608.415, the following is submitted in compliance with said Act.

That 1616 Associates, L.C., desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Organization in the County of Broward, State of Florida, hereby designates and names NationsCorp Registered Agents, Inc., located at 526 East Park Avenue, Suite 200, Tallahassee, Florida 32301 as its Agent to accept services of process within this State.

REGISTERED AGENT ACCEPTANCE

The undersigned having been named to accept service of process for the above-stated company at the place designated in this Certificate, hereby accept to act in this capacity and agree to comply with the provisions of the Florida Limited Liability Company Act relative to keeping open said office.


Betty B. Young
Agent for NationsCorp Registered
Agents, Inc.

AFFIDAVIT OF MEMBERSHIP & CONTRIBUTIONS

RECEIVED
MAY 17 1995
NOTARY PUBLIC

The undersigned member or authorized representative member of 1616 Associates, L.C. deposes and says:

- 1) the above named limited liability company has at least two members.
- 2) the total amount of cash contributed by the members is \$1,000.00.
- 3) if any, the agreed value of property other than cash contributed by members is \$-0- A description of the property is attached and made a part hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,000.000. This total includes amounts from 2 and 3 above.

1616 Associates L.C.

By: Allen Weber
Allen Weber

STATE OF NEW YORK)
COUNTY OF WESTCHESTER) ss.:

On the 17th day of May, 1995, before me personally came Allen Weber, to me known, who being by me duly sworn, did depose and say that he is a member of 1616 Associates, L.C., the limited liability company described in and which he executed the foregoing instrument and that he signed his name thereto as manager thereof.

Douglas R. Hoyt
 NOTARY PUBLIC
 DOUGLAS R. HOYT
 Notary Public, State of New York
 No. 6989141
 Qualified in Westchester County
 Commission Expires June 30, 1996

FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

96 MAY 1 11:10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Moriham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000393

1616 ASSOCIATES, L.C.
1250 SO. MILITARY TRAIL APT. 1616
DEERFIELD BEACH FL 33442

1a. Principal Place of Business Address
1250 SO. MILITARY TRAIL APT.
DEERFIELD BEACH FL 33442

If above mailing address is incorrect in any way, line through incorrect information and print correction in Block 2a

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

City & State

Zip Country

3. Date Organized or Qualified
05/19/1995

3a. State of Formation
FL

4. FEI Number
LS-0574976

5. Date of Last Report

6. Certificate of Status Desired
 Applied For
 Not Applicable

Additional Fee Required

7. Name and Address of Current Registered Agent
NATIONSCORP REGISTER, ED AGENTS INC.
526 EAST PARK AVENUE STE 200
TALLAHASSEE FL 32301

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

Zip Code
FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when appointing)

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|----------------------------|--------------------------|
| MGRM | WEBER, GARY | 1250 SO. MILITARY TRAIL AP | DEERFIELD BEACH FL |
| MGRM | WEBER, ALLEN | 2525 PALMER AVENUE | NEW ROCHELLE NY |

REMITTED BY MAY 1

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***238.75 ***238.75

11. I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Allen Weber Date: 4/19/96 Daytime Phone #: 914-636-8400

SIGNATURE AND TYPE OR PRINTED NAME OF SIGNER'S MANAGING MEMBER OR MANAGER

