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ACCOUNT NO. : 072100000032

REFERENCE : 352191 7113343

AUTHORIZATION :

COST LIMIT : \$ 337.50

*Patricia Pyzdek*

ORDER DATE : May 2, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 352191-005

000002163080--1

CUSTOMER NO: 7113343

CUSTOMER: Laurence T. Lewitas, Esq  
LAURENCE T. LEWITAS, ESQ

11th Floor  
89 Fifth Avenue  
New York, NY 10003

DOMESTIC FILING

NAME: M & N MIAMI PROPERTIES L.L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: \_\_\_\_\_

TALLAHASSEE, FLORIDA

97 MAY -2 11:58

DIVISION OF CORPORATION

97 MAY -2 AM 10:49

RECEIVED

97 MAY -2 1997

**ARTICLES OF ORGANIZATION FOR FLORIDA  
LIMITED LIABILITY COMPANY**

**ARTICLE I -- NAME**

The name of the Limited Liability Company is:

**M & N MIAMI PROPERTIES L.L.C.**

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

**18401 Collins Avenue, Miami Beach, Florida 33160**

**ARTICLE III -- DURATION**

The period of duration for the Limited Liability Company shall be:

**Perpetual**

**ARTICLE IV -- MANAGEMENT**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

- a. Michael Dezer, 18401 Collins Avenue, Miami Beach, Florida 33160; and
- b. Neomi Dezertsov, 18401 Collins Avenue, Miami Beach, Florida 33160.

**ARTICLE V -- ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in and governed by the Operating Agreement of the Limited Liability Company.

**ARTICLE VI -- MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the limited liability company to continue the

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MIAMI BEACH, FLORIDA

business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of the member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be set forth in and governed by the Operating Agreement of the Limited Liability Company.

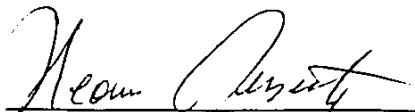
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: **M & N MIAMI PROPERTIES L.L.C.**
2. The name and address of the registered agent and office is:

Neomi Dezertov  
18401 Collins Avenue  
Miami Beach, Florida 33160

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.

  
(Signature)

5/1/97  
(Date)

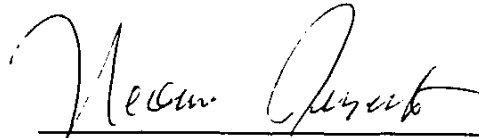
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MALLORCA, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of **M & N MIAMI PROPERTIES L.L.C.**, deposes and says:

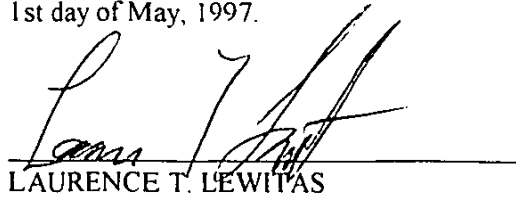
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1.4 million.
3. If any, the agreed value of property other than cash contributed by members is \$0.00. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by members is \$1.4 million. This total includes amounts from "2" and "3" above.

Dated: New York, New York  
May 1, 1997



Neomi Dezertsov, Managing Member

Sworn to before me this  
1st day of May, 1997.



LAURENCE T. LEWITAS  
Notary Public, State of New York  
No. 4947231  
Qualified in Westchester County  
Commission Expires Feb. 21, 1999

NOTARY PUBLIC  
STATE OF FLORIDA  
MAY 1 1997