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5/16/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS	FAX #: (904) 922-4001
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,	ACCT#: 076077000521
CONTACT: SUSAN OSBORNE	FAX #: (954) 764-4996
PHONE: (954) 761-2910	

NAME: GOTHAM ENTERPRISES 702, L.C.	
AUDIT NUMBER.....H97000008090	
DOC TYPE.....LIMITED LIABILITY COMPANY	
CERT. OF STATUS..0	PAGES..... 4
CERT. COPIES.....1	DEL.METHOD.. FAX
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ARTICLES OF ORGANIZATION OF
GOTHAM ENTERPRISES 702, L.C.

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. Name. The name of the limited liability company is Gotham Enterprises 702, L.C.
2. Duration. The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute or as set forth in the Regulations.
3. Purpose. This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. Principal Office. The address of its principal office is 1400 Ocean Drive, Miami Beach, Florida 33139.
5. Registered Agent and Office. The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Mel Schlessor, 1400 Ocean Drive, Miami Beach, Florida 33139.
6. Admission of Additional Members. Additional Members may be admitted as set forth in the Regulations of the Company.
7. Continuity. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company, as set forth in the Regulations.

Prepared by: Thomas O. Katz, Esq., FL Bar #0355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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8. **Management.** The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Manager who shall have exclusive authority to act for the Company in all matters and who shall be elected annually by the members in the manner prescribed by the Regulations. The name and address of the initial Manager of the Company is Mel Schlessler, 1400 Ocean Drive, Miami Beach, Florida 33139.

DATED this 15 day of May, 1997.


Mel Schlessler, Member and Manager

Prepared by: Thomas O. Katz, Esq., FL Bar #0355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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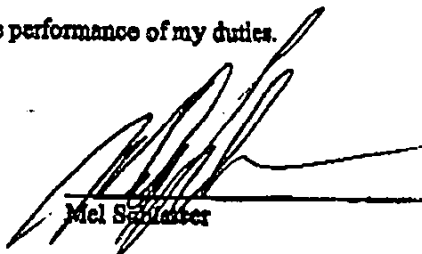
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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for Gotham
702,
Enterprises/L.C., at the place designated herein, and being familiar with the obligations of such
position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of
all statutes relative to the proper and complete performance of my duties.

DATED this 15 day of May, 1997.



Mel Schletter

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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Prepared by: Thomas O. Katz, Esq., FL Bar #0355836
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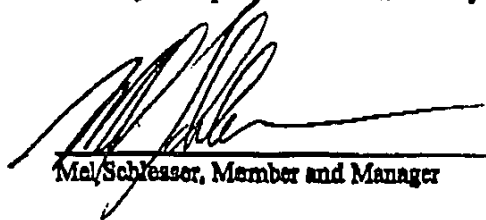
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Gotham Enterprises/^{702,} L.C. deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total amount of cash contributed by the Members is \$100.00;
3. The Members shall contribute all right, title and interest in and to their respective interests in Gotham Enterprises, a Florida general partnership, having an agreed aggregate value of \$ i, 500,000; and
4. There is no additional amount currently anticipated to be contributed by the Members.



Mel Schlessor, Member and Manager

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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Prepared by: Thomas O. Katz, Esq., FL Bar #0355836
Ruden McClosky, Et al., P. O. Box 1900
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