

L98000000729

6/03/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FOWLER, WHITE, BURNETT, ET AL

ACCT#: 071250001512

CONTACT: JUDITH D RODMAN

PHONE: (305)789-9200

FAX #: (305)789-9201

NAME: OCEAN TERRACE, L.C.

AUDIT NUMBER.....H98000010347

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TELEFAX

FROM THE LAW OFFICES OF
FOWLER, WHITE, BURNETT, HURLEY, BANICK & STRICKROOT, P.A.
100 SouthEast Second Street
Miami, FL 33131-1101

OUR FAX NO. 305-789-9201
OUR TELEPHONE NO. 305-789-9200

PLEASE DELIVER THE FOLLOWING PAGES AS SOON AS POSSIBLE TO:

NAME: Cathy A. Mitchell
FIRM: Corporate Specialist
CITY:
FAX NO.: 850-922-4000
FROM: Judy Rodman, Paralegal
OUR FILE NO.: 56374
44-955-FKL
COMMENTS: Fax Audit #H98000010347
Letter No. 398A00031403
Account No. 071250001512

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Enclosed are revised Articles of Organization with a copy of your letter and the fax audit sheet. Please process accordingly.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 7

DATE: June 4, 1998

IMPORTANT MESSAGE

RECEIVED
THIS TRANSMITTAL IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS TRANSMITTAL IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL TRANSMITTAL TO US AT THE ABOVE ADDRESS VIA THE UNITED STATES POSTAL SERVICE. THANK YOU.

FROM : FOWLER WHITE BURNETT MIA TO : Department of State
(904)922-3709 08/03/88 14:28 Florida Department pl /1

1998.06-04

12:03PM #435 P.02/07



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1998

FRED K. LICKSTEIN, ESQ.
FOWLER WHITE BURNETT HURLEY ET AL
100 S.E. 2ND STREET, 17TH FLOOR
MIAMI, FL 33131

SUBJECT: OCEAN TERRACE, L.C.
REF: W98000012756

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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 (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H98000010347
Letter Number: 398A00031403

Audit No. H98000010347

ARTICLES OF ORGANIZATION
OF
OCEAN TERRACE, L.C.

ARTICLE I

The name of the limited liability company formed hereby is OCEAN TERRACE, L.C.

ARTICLE II

The duration of the OCEAN TERRACE, L.C. shall be until December 31, 2050, unless sooner dissolved.

ARTICLE III

The principal office address of OCEAN TERRACE, L.C. is 7300 Ocean Terrace, Miami Beach, Florida 33140, and its mailing address is c/o Juan Jose Pino, 1080 NW 163rd Drive, Miami, FL 33169.

ARTICLE IV

The Registered Agent of OCEAN TERRACE, L.C. and his address in the state of Florida is:

Juan Jose Pino
1080 NW 163rd Drive
Miami, FL 33169

Fred K. Lickstein, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
ph: (305) 789-9200
Florida Bar No. 163331

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ARTICLE V

The Members may admit additional Members with the approval of the Managing Member and of a majority of the Members, on such terms and conditions as may be approved by the Managing Member, a majority of the Members and the additional Member to be admitted.

ARTICLE VI

The remaining Members of OCEAN TERRACE, L.C. have the right to continue the business of OCEAN TERRACE, L.C. upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in OCEAN TERRACE, L.C.

ARTICLE VII

OCEAN TERRACE, L.C. is to be managed by a Managing Member. The initial Managing Member to serve until his successor is elected and qualified is:

Juan Jose Pino
1980 NW 163rd Drive
Miami, Fl. 33169



Juan Jose Pino, Managing Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[RM] WATMIPTK1A8-562.FKL(6/2/98-12:19)

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**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is OCEAN TERRACE, L.C.
2. The name and address of the Registered Agent and Office is:

Juan Jose Pino

1080 NW 163rd Drive

Miami, FL 33169

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Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.

Juan Jose Pino, Registered Agent

Date: 6/1/98

OCEAN TERRACE, L.C.

Juan Jose Pino, Managing Member

[KIJ] WATMPFKL18-542.FKL{6/2/98-12:14}

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**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS**

The undersigned, Juan Jose Pino, Managing Member of OCEAN TERRACE, 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 Ten Thousand (\$10,000.00) Dollars.

3. The agreed value of property other than cash contributed by Members is \$-0-
4. The total amount of cash anticipated to be contributed by Members in the future is \$-0-



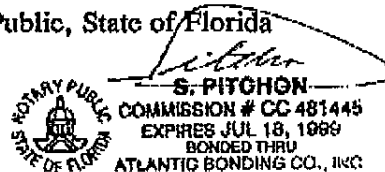
Juan Jose Pino, Managing Member

SWORN TO AND SUBSCRIBED BEFORE ME, this *1st* Day of *June*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Notary Public, State of Florida



[RK] WATMPFK1A8-525.PKL(6/2/98-12:12)

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