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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 891908 7116563

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 285.00

ORDER DATE : July 15, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 891908-005

CUSTOMER NO: 7116563

400002588724--6

CUSTOMER: Samuel D. Ballen, Esq
SAMUEL D. BALLEEN, ESQ

Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

6

DOMESTIC FILING

NAME: 97 PALMS SOUTH, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION OF LIMITED LIABILITY COMPANY
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

598740037723
98 JUL 15 PM 12:55
FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS

342
7/15/98
98 JUL 15 AM 11:25
RECEIVED
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1998

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: 97 PALMS SOUTH, L.C.
Ref. Number: W98000016118

We have received your document for 97 PALMS SOUTH, L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

As discussed, Article IV lists a principal office address. But it must ALSO LIST A MAILING ADDRESS for the 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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 598A00037723

RESUBMIT

Please give original submission date as file date.

Please backdate to 7-15-98

Thank you.

FILED
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FILED
98 JUL 17 AM 10:35
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF 97 Palms South, L.C.**

ARTICLE I

The name of the limited liability company is 97 Palms South, L.C.

ARTICLE II

The period of the limited liability company's duration shall be thirty (30) years from the date of the filing of these Articles of Organization with the Department of State.

ARTICLE III

The purpose for which this limited liability company is organized is to operate and manage commercial real estate properties.

ARTICLE IV

The address of this limited liability company in the state is:

3909 Maurice Drive, Delray Beach, Florida 33445.

This address is both principal office and mailing address.

The name and address of the initial registered agent is:

Samuel D. Ballen, Esq., 2101 Corporate Boulevard, Suite 101, Boca Raton, FL 33431.

ARTICLE V

The total amount of cash is \$31,750.00, and there is no other property being contributed to the limited liability company. The contribution of each member is as follows:

<u>Member</u>	<u>Cash Contribution</u>	<u>Pro-Rata Share</u>
Matthew and Katheryn I. Maxwell	\$3,125.00	9.84%
Paul and Kathy Tufts	\$6,250.00	19.68%
Robert and Gail Glynn	\$6,250.00	19.68%
Ed and Cheryl McCall	\$6,250.00	19.68%
Jean Brady	\$3,125.00	9.84%
Mike Tullios, Claudia and Dorothy Bray	\$3,375.00	10.64%
Michael and Nancy Davila	\$3,375.00	10.64%
	\$31,750.00	100.0%

ARTICLE VI

There may be additional contributions to be made by the members.

ARTICLE VII

The members shall maintain the right to admit additional members.

ARTICLE VIII

On 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 the limited liability company, the remaining members may continue the business of the limited liability company provided that the unanimous consent of the remaining members is secured.

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ARTICLE IX

The management of the limited liability company is reserved to the initial members. The names and addresses of the members are:

<u>Name</u>	<u>Address</u>
Matthew and Katheryn Maxwell	7939 Manor Forest Drive, Boynton Beach, FL 33462
Paul and Kathy Tufts	9357 Calliandra Drive, Boynton Beach, FL 33436
Robert and Gail Glynn	3827 West Atlantic Avenue, Delray Beach, FL 33445
Ed and Cheryl McCall	3909 Maurice Avenue, Delray Beach, FL 33445
Jean Brady	1114 Dogwood Drive, Reading, PA 19609
Mike Tullos	11726 154th Road North, Jupiter, FL 33478
Claudia and Dorothy Bray	11726 154th Road North, Jupiter, FL 33478
Michael and Nancy Davila	2750 Windham Court, Delray Beach, FL 33445

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ARTICLE X

Notwithstanding any other provision of these Articles or the Operating Agreement and for federal income tax purposes, a member's share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one or more Members therefore allowing for the allocation to the Member or Members that bear the economic risk of loss of such property/debt.




Samuel D. Ballen, Esq.
Samuel D. Ballen, P.A.
Attorney for and Authorized Agent
of the Members of 97 Palms South
2101 Corporate Boulevard, Suite 101
Boca Raton, FL 33431
(561) 479-1646
Fla. Bar No. 963704

7/13/99
Date

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of the members of 97 Palms South, 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 member(s) is \$31,750.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$31,750.00. This total includes amounts from 2 and 3 above.



Samuel D. Ballen, Esq.
Samuel D. Ballen, P.A.
Attorney for and Authorized Agent
of the Members of 97 Palms South, L.C.
2101 Corporate Boulevard, Suite 101
Boca Raton, FL 33431
(561) 479-1646
Fla. Bar No. 963704

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Signature of a member or authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

FILING FEE: \$250 FOR Articles of Organization and Affidavit

**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: 97 Palms South, L.C.
2. The name and address of the registered agent and office is:

Samuel D. Ballen, Esq.
(Name)

2101 Corporate Boulevard, Suite 101
(P.O. Box not acceptable)

Boca Raton, FL 33431
(City/State/Zip)

FILED OF STATE
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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 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)

SD D. Ballen 7/13/98
(Date)

FILING FEE: \$35 for Designation of Registered Agent