

11/05/98

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TRILONY MANAGEMENT COMPANY, LLC

AUDIT NUMBER.....H98000020644

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS...0

PAGES..... 5

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November 5, 1998

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SUBJECT: TRICONY MANAGEMENT COMPANY, LLC  
REF: W98000025087

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 name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

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ARTICLES OF ORGANIZATION  
OF  
TRICONY MANAGEMENT, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is TRICONY MANAGEMENT, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 313 1/3 Worth Avenue, Suite E-1, Palm Beach, Florida 33480.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is be managed by the members and the name and address of the initial managing member is Marwin S. Cassel, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE V - Admission of Additional Members:

Members shall have the right to admit additional members as set forth in the Operating Agreement by and among the Company and its members, as amended from time to time, or as otherwise provided by the Florida Limited Liability Act.

THIS DOCUMENT PREPARED BY:  
MARWIN S. CASSEL, P.A.  
Florida Bar Number 0012713  
Broad and Cassel  
Miami Center, Suite 3000  
201 South Biscayne Boulevard  
Miami, Florida 33131  
(305) 373-9420

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ARTICLE VI - Members' Rights to Continue Business:

Except as otherwise provided in the Operating Agreement by and among the Company and its members, as amended from time to time, the death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

  
Marwin S. Cassel, Member

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of TRICONY MANAGEMENT, LLC, deposes and says:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the member is: \$7,500.
3. There is no property other than cash contributed by the member.
4. The amount of cash or property anticipated to be contributed by the member is: \$0- in cash.
5. The total amount of 2, 3, and 4 is: \$7,500.



Marwin S. Cassel, 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.)

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**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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: TRICONY MANAGEMENT, LLC.
2. The address of the registered agent and office is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.

*Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 I am familiar with the obligations of my position as a registered agent.*

**B & C CORPORATE SERVICES, INC.**

By: *Anna Salgado*  
Anna Salgado, Vice President

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