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 Division of Corporations Page 1 of 1
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Florida Department of State
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LIMITED LIABILITY COMPANY

100 Ocean Drive, LLC

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**ARTICLES OF ORGANIZATION
OF
100 OCEAN DRIVE, LLC**

These Articles of Organization, made and entered into on this the 17th day of November, 1998, evidencing that the undersigned person(s) has declared the intention of forming a Limited Liability Company pursuant to Chapter 608 of the Florida Limited Liability Company Act and, in accordance with such statutes, the person(s) provides the following information:

**ARTICLE I
NAME**

The name of this limited liability company shall be 100 Ocean Drive, LLC.

**ARTICLE II
DURATION**

The period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address of its initial principal office is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131. The street address is 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

Preparer:
John Mischel
Allen & Galego**(see fictitious name filing for registered agent)
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 141658

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**ARTICLE IV
REGISTERED AGENT**

The name and street address of its initial registered agent is Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

New members may be admitted only upon the unanimous written consent of the existing members and upon such terms and conditions as such members unanimously agree upon.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The Company shall continue until members owning more than fifty percent (50%) of the then-existing outstanding Capital Units (which is defined in the Regulations) vote to dissolve the Company. Accordingly, the Company shall not be dissolved by 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 Company.

**ARTICLE VII
MANAGEMENT**

The Company is to be managed by a Manager whose name is Joseph Scarfone and whose address is 1121 N Venetian Cswy, Miami Beach, Florida 33139, who shall serve until the first annual meeting of the members of until his successor is elected.

Preparer:
John Mischel
Allen & Galego**(see fictitious name filing for registered agent)
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
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**ARTICLE VIII
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of the Company certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 00.00 ;
(A description of the property is attached made a part hereto.);and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.00 ;

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Joseph Scarfone
Joseph Scarfone, Manager and 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.)

Joseph Scarfone
Typed or printed name of signee

Preparer:
John Mischel
Allen & Galego**(see fictitious name filing for registered agent)
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, 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:

100 Ocean Drive, LLC

2. The name and address of the registered agent and office is:

**Allen & Galego
601 Brickell Key Drive, Suite 805
Miami, Florida 33131**


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.

Dated as of the 17th day of November, 1998.

SIGNED:

Allen & Galego

BY:


John Mischel, Vice-President

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