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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MANDALAY AVENUE LLC

AUDIT NUMBER.....H98000022952

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

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**ARTICLES OF ORGANIZATION
OF
THE MANDALAY AVENUE LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

WE, the undersigned, for the purpose of forming a limited liability company for profit pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Organization:

**ARTICLE I
NAME**

The name of this limited liability company shall be: **THE MANDALAY AVENUE LLC.**

**ARTICLE II
DURATION**

The term of this limited liability company shall be one hundred (100) years from the date of the filing of these Articles of Organization with the Florida Department of State, unless earlier terminated as set forth herein or as allowed by law.

**ARTICLE III
PURPOSE**

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

**ARTICLE IV
ADDRESS**

The street and mailing address of the initial principal office of this limited liability company shall be:

527 Trapier Drive
Charleston, SC 29412

The managers of this limited liability company may, from time to time, move the principal office to any other address within or without the State of Florida to which

PREPARED BY:
Karen S. Leopold, Esquire
LEOPOLD & LEOPOLD, P.A.
20801 Biscayne Blvd., #501
Aventura, FL 33180
Florida Bar No. 230219
(954) 972-0186

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it seems pertinent in the interest of the company with the consent of the members owning a majority of the ownership interest in the company.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The initial registered office of this limited liability company shall be:

20801 Biscayne Boulevard
Suite 501
Aventura, FL 33180

The initial registered agent shall be:

Karen S. Leopold, Esq.
20801 Biscayne Boulevard
Suite 501
Aventura, Florida 33180

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The manager(s) of this limited liability company may, from time to time, move the registered office to any other address within or without the State of Florida to which it seems pertinent in the interest of the company with the consent of the members owning a majority of the ownership interest in the company.

**ARTICLE VI
ADDITIONAL MEMBERS**

The members of this limited liability company may admit additional members only upon the consent of not less than fifty-one percent (51%) affirmative vote of the ownership interest of then existing members.

**ARTICLE VII
CONTINUATION OF BUSINESS**

This limited liability company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company, unless there is a vote of the members holding more than 50% of the ownership interest to continue the company.

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**ARTICLE VIII
MANAGERS**

This limited liability company shall have two (2) managers initially. The members may, from time to time and at any time, raise or lower the number of managers of this limited liability company by so providing by written agreement of the members holding more than fifty percent (50%) ownership interests in this limited liability company; provided, however, there shall always be at least one manager, although said manager need not be a citizen of the United States of America nor a resident of the State of Florida; nor does such manager need be a member of the limited liability company. The initial managers and street addresses of the first managers to serve until the first annual meeting of members or until their successors are elected and qualify shall be as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Donald Kaplan | 20 Lehman Road P.O. Box 603 Marblehead, MA 01945 |
| Janet Patterson | 527 Trapier Drive Charleston, SC 29412 |

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A vote of the members holding more than fifty percent (50%) ownership interest of this limited liability company may terminate any existing manager or managers of the company.

**ARTICLE IX
REGULATIONS OF THE COMPANY**

The power to adopt, alter, amend or repeal the Regulations of this limited liability company shall be vested in the members of the company and the vote shall be by not less than fifty-one percent (51%) ownership interest in the company.

**ARTICLE X
VOTING**

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company as adjusted from time to time, to properly reflect any additional contributions or withdrawals of capital by the members. In the event of any conflict between the provisions of the Regulations of this limited liability company and these Articles of Organization, then the provisions of these Articles of Organization shall prevail.

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**ARTICLE XI
INITIAL MEMBERS**

The name and street address of the initial members executing these Articles of Organization are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---|--|
| Donald Kaplan | 20 Lehman Road P.O. Box 603 Marblehead, MA 01945 |
| Janet Patterson | 527 Trapier Drive Charleston, SC 29412 |
| Barbara Neighbor | 29148 Hillrise Drive Agoura, CA 91301 |
| Mildred Francer | 906 Parrot Creek Way Charleston, SC 29412 |
| Nalpak Realty Corp. Judith Kaplan, Pres. | 20 Lehman Road P.O. Box 603 Marblehead, MA 01945 |

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The undersigned, being an initial member of these Articles of Organization for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, to do business both within and without the State of Florida, does make, acknowledge and file these Articles of Organization, hereby declaring and certifying that the articles herein stated are true and accordingly, hereunto set my hand and seal this 12 day of December, 1998.



Janet Patterson (by Karen S. Leopold as attorney-in-fact)

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF §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: **THE MANDALAY AVENUE LLC.**

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

Karen S. Leopold, Esq.
20801 Biscayne Boulevard
Suite 501
Aventura, FL 33180

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Karen S. Leopold

Date: December 9, 1998

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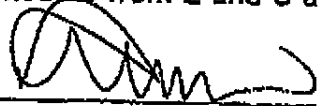
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of **THE MANDALAY AVENUE LLC** deposes and says:

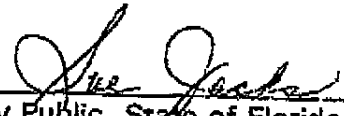
- 1. The above named limited liability company has at least one (1) member.
- 2. The total amount of cash contributed by the members is \$11,000.00.
- 3. If any, the agreed value of property other than cash contributed by member(s) is \$-0-. A description of the property is attached hereto and made a part hereof.
- 4. The total amount of cash or property anticipated to be contributed by members is \$11,000.00. This total includes amounts from 2 and 3 above.



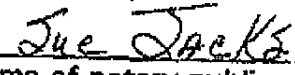
Karen S. Leopold, as attorney-in-fact for Janet Patterson

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 9th day of December, 1998, by Karen S. Leopold, who personally known to me or produced _____ as identification.



Notary Public, State of Florida



Print name of notary public

My commission expires:



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