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Property?
Im number

00789-00524-00671

January 15, 1999

199-1977

VIA FEDERAL EXPRESS

Florida Department of State
Attn: Limited Liability Company Filings
409 East Gaines Street
Tallahassee, Florida 32399

RE: Commerce Road Associates, L.C.

900002746343--4
-01/20/99--01008--007
****285.00 ****285.00

Dear Sir or Madam:

Enclosed herewith please find original executed Articles of Organization for Commerce Road Associates, L.C. Also find our firm check in the sum of \$285.00 which sum representing payment of the State's filing fee of \$250.00 and designation of registered agent fee of \$35.00.

Kindly return a certificate of good standing for this Company at your earliest convenience.

Please do not hesitate to contact the undersigned should you have any questions.

Mitch Kirschner GAVE
AUTHORIZATION BY PHONE TO
CORRECT Affidavit
DATE 2/12/99 Address
DOC. EXAM mgf

Very truly yours,

Mitchell B. Kirschner
Mitchell B. Kirschner

MBK:pma
Enclosures

cc: Jeffrey Petersen
Ira Bernstein, Esquire

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Name	
Availability	
Document Examiner	
Updater	
Verifier	
Approval	
Signature	

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STATE OF FLORIDA
DIVISION OF CORPORATE FILINGS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 26, 1999

MITCHELL B. KIRSCHNER
MANDEL, WEISMAN & KIRSCHNER, P.A.
2101 CORPORATE BOULEVARD, SUITE 300
BOCA RATON, FL 33431

SUBJECT: COMMERCE ROAD ASSOCIATES, L.C.
Ref. Number: W99000001977

We have received your document for COMMERCE ROAD ASSOCIATES, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The AFFIDAVIT must state that the company has at least one member, also, it must list the agreed value and a description of property contributed by the members, if none, state that.,

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 599A00003545

90 FEB 16 11:04 AM

**ARTICLES OF ORGANIZATION
OF
COMMERCE ROAD ASSOCIATES, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be COMMERCE ROAD ASSOCIATES, L.C.

2. Duration/Continuation. The period of this company's duration shall be through December 31, 2032, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. Purpose. The purpose for which this Company has been formed is to acquire, develop, mortgage, operate, lease, sell and undertake all other actions in relation to commercial real estate together with all other actions permitted under Florida Statute § 608 and otherwise by Florida law.

4. Mailing Address. The mailing address is 23109 Boca Club Colony Circle, Boca Raton, Florida 33433, Attention: Jeffrey Petersen. The principal address shall be the same.

5. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: Jeffrey Petersen, 23109 Boca Club Colony Circle, Boca Raton, Florida 33433.

6. Initial Members. The initial members of this Company shall be:

Jeffrey Petersen

23109 Boca Club Colony Circle
Boca Raton, Florida 33433

Jeffrey Petersen as Trustee of
the Jeffrey Petersen Trust dated
April __, 1997

23109 Boca Club Colony Circle
Boca Raton, Florida 33433

7. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional Members may be admitted upon the approval of a

majority of the Members and the Manager of the Company, upon the written application of such new Member.

8. Right to Continue Business. The remaining members may continue the Business 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 company.

9. Management of Company. The Company shall be managed by its Managing Member, Jeffrey Petersen, in accordance with the terms and provisions of the Operating Agreement of the Company.

10. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

11. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

12. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

13. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) unless otherwise provided in the Operating Agreement.

14. Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this

company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

15. Withdrawal or Reduction of Member's Contributions to Capital.

A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(A) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

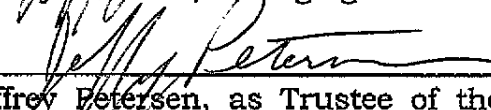
(B) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,

(C) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

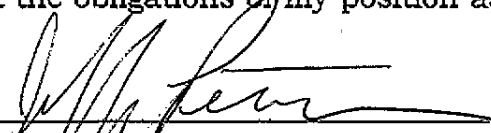
16. Return of Capital Contribution. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Organizers have hereunto set their hands and seals this 14th day of January, 1999.


Jeffrey Petersen, Managing Member


Jeffrey Petersen, as Trustee of the
Jeffrey Petersen Trust dated April __, 1997

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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


Jeffrey Petersen

STATE OF NEW YORK
COUNTY OF NEW YORK

Before me the undersigned authority this 14th day of January, 1999,
personally appeared before me, JEFFREY PETERSEN, who executed the foregoing
for the purposes therein expressed, and who is personally known to me and who
did/did not take an oath.

Nancy E. Grawunder
NOTARY PUBLIC

My commission expires: 2/4/00

Nancy E. Grawunder
Notary Public, State of New York
No. 01GR5023371
Qualified in Suffolk County
Commission Expires Feb 4/00

AFFIDAVIT

State of Florida
County of Palm Beach

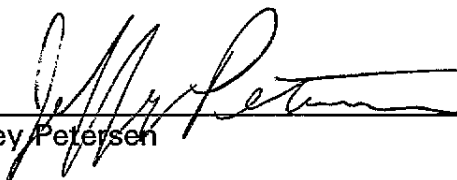
Before the undersigned authority personally appeared
JEFFREY PETERSEN who on oath says:

1. That he is a member of COMMERCE ROAD ASSOCIATES, L.C., consisting of a total of two (2) members.

2. The amount of the cash contributed by the members is \$1,000.00. No property has been contributed.

3. The amount anticipated to be contributed by the member shall not exceed \$25,000.00, cash.

Further affiant sayeth naught.


Jeffrey Petersen

STATE OF NEW YORK
COUNTY OF Suffolk

BEFORE ME, the undersigned officer, a Notary Public authorized to administer and to take acknowledgments in and for the State and County set forth above, personally appeared JEFFREY PETERSEN as Managing Member of COMMERCE ROAD ASSOCIATES, L.C., a Florida limited liability company, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and be acknowledged to me and before me that they executed this Affidavit as Managing Member of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affirmed my official seal in the State and County set forth above, this 10th day of February, 1999.


NOTARY PUBLIC

My commission expires: