

L99000001917

Document Number Only

CF Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

400002829134--8
-04/05/99--01090--005
****337.50 ****337.50

CORPORATION(S) NAME

T200 Congress L.C.

① mailing address
② name & address of
Mgmt.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Fictitious Name
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Name Registration
- UCC-1 Financing Statement
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Limited Liability Company
- Other
- Change of S.A.
- UCC-3 Filing
- CUS
- After 4:30
- Pick Up

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 5 PM 4:00

Name Available	4/5/99
Document Examiner	
Updater Verifier	
Approval Acknowledgment	DCC
W.P. Verifier	DCC

Please Return Extra Copies
File Stamped.
Thank You!!

4/5

L99000001917
Hope

RECEIVED
99 APR -5 AM 11:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LAW OFFICES
MANDEL, WEISMAN & KIRSCHNER, P.A.

MITCHELL B. KIRSCHNER*
WILLIAM S. WEISMAN
DANIEL S. MANDEL
DAVID H. BRODIE

BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD, SUITE 300
BOCA RATON, FL 33431
TELEPHONE (561) 989-0300
FAX (561) 989-0304

SOUTH FLORIDA TOLL FREE
1-800-416-2249

MICHAEL A. FREELING
JANICE L. GRIFFIN
MARJORIE S. MARGOLIES
DEBORAH F. MORAITIS

*Fla. Bar Certified In Real Estate Law

April 1, 1999

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: **7800 CONGRESS, L.C.**

Dear Sir or Madam:

Enclosed herewith please find original Articles of Organization and Designation of Registered Agent for 7800 CONGRESS, L.C. Please file these Articles and return a certified copy of same to me at your earliest possible convenience. I have also enclosed our firm's check in the sum of \$337.50.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Mitchell B. Kirschner

MBK:pma
Enclosures

cc: Bruce S. Grundt

g:\s\ws\siegel\7800\secystate.001.ltr.pma.040199



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 5, 1999

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: 7800 CONGRESS, L.C.
Ref. Number: W99000008083

We have received your document for 7800 CONGRESS, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

You must give us the name and address of the managing member who are going to manage 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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 199A00017086

ARTICLES OF ORGANIZATION
OF
7800 CONGRESS, L.C.

FILED OF STATES
SECRETARY OF CORPORATIONS
99 APR - 5 PM 1: 00

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

1. Name.

The name of this Company shall be 7800 CONGRESS, L.C.

2. Duration/Continuation.

The latest date upon which this Company is to dissolve is December 31, 2029, 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. Resident Agent and Office.

3.1 The name and address of the initial resident agent is Mitchell B. Kirschner, Esquire, Mandel, Weisman & Kirschner, P.A., 2101 Corporate Boulevard, N.W., Suite 300, Boca Raton, Florida 33431.

3.2 The street and mailing address of the initial office of this Company is 5000 Blue Lake Drive, Suite 150, Boca Raton, Florida 33431.

4. 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 of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company.

5. Right to Continue Business.

The remaining members may continue the Company in 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 as otherwise provided in the Operating Agreement of the Company.

6. Management of Company.

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the Managing Member(s) of the Company as shall from time to time be appointed or elected in accordance with the Operating Agreement of this Company, or in such other manner as the Members may from time to time determine and direct, except, however, that if any Member becomes a defaulting Member for over thirty (30) days, the remaining Members shall have full power to make all decisions relating to the management, operation and sale of the Company and its assets. The initial Managing Member shall be, Sean Leader, at the initial office address.

7. Initial Members/Percentages

The Initial Members and their corresponding percentages of interest in the Company are as follows:

STJ Ventures, L.C.	33.33334%
Ned L. Siegel	26.66667%
Bruce S. Grundt	3.33333%
Fred B. Rothman	3.33333%
Malcolm M. Butters	11.11111%
Mark Butters	11.11111%
Jim Young	11.11111%
TOTAL:	100.00%

8. Capital Contributions.

Each Member has contributed a sum of monies in proportion to their respective percentages enumerated in Section 7 of these Articles. Each Member of the Company shall contribute that Member's respective pro-rata share of the principal and interest of any mortgage loan, real estate taxes and other costs relating to the operation and maintenance of, the real property owned by the Company (the "Property") upon which the Company shall construct, operate, lease, manage and, as applicable, sell.

In the event that any Member fails to pay its pro-rata share of the costs described in the immediately preceding paragraph, the other Members of the Company are authorized to make such payment or payments. Any amounts so advanced by any Member shall bear interest and be on such other terms as are provided for in the Operating Agreement or any such other agreements entered into by the Members.

9. Additional Capital Contributions.

In the event additional capital contributions are determined to be necessary by a unanimous vote of the parties hereto, each Member shall contribute its share of additional capital so determined. In the event any Member does not contribute its proportionate share, the other Members, pro-rata, may loan the amount of said defaulting Member's contribution and be entitled to interest on the loan at the highest rate allowed by law, which loan shall be payable on demand. Should one of the remaining Members refuse to make its pro-rata share of such loan, the remaining Members may make the entire loan. In the event none of the remaining Members will make the loan, the Company shall authorize the issuance and sale of additional membership interests to raise the amount of the defaulting Member's capital contribution. The defaulting Member shall be deemed to have waived its preemptive right to purchase any of these additional membership interests.

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 also be signed by the member to be added.

11. Regulations of Company.

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Managing Member(s), unless otherwise vested in accordance with the Operating Agreement of the Company or as otherwise provided in the Operating Agreement. 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 by any Member of this Company unless specifically provided by the Operating Agreement.

14. Guarantors.

In the event the Company requires a guarantor for its borrowings, each Member shall guaranty the repayment of the borrowing on a pro-rata basis subject to an internal guaranty of contribution and indemnification by the other Members.

15. 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. The certificates of membership interest of the Company which shall be issued to the Initial Members, and to all subsequent Members shall bear the following endorsement:

"The units of membership interests represented by the within certificate are subject to all the terms and restrictions of an agreement dated the ____ day of _____, 199__, and the Operating Agreement of the Company dated ____ day of _____, 199__, copies of which are on file at the office of the Company."

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

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

(1) 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,

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

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

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the Company.

17. Voting.

A. It will require a vote of one hundred percent (100%) of the membership interests to ratify the following actions:

- (1) Sale or acquisition of assets in excess of \$7,500.00;
- (2) Merger, consolidation or reorganization;
- (3) Liquidation or dissolution;
- (4) Annual salaries, bonuses, increases in fees paid to Members employed or retained by the Company, dividends, loans, and other compensation or distributions of the Company's profits to the Members, officers, managers and/or directors;
- (5) Election of managers (as applicable);
- (6) Hiring and termination of employees at a salary in excess of \$20,000.00 per year;
- (7) All transactions that are not in the ordinary course of business;
- (8) Borrowing of money.

B. The Members will cause, immediately after their initial meeting, Company bank accounts to be opened with the signatories on such accounts at a national banking institution acceptable to the Members. Members will

determine the amount of checks which require in excess of one Member's signature.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals this 1st day of April, 1999.

STJ VENTURES, L.C.

Samuel E. Leder

By: [Signature]

Name: Sean M. Leder

Title: Member

Samuel E. Leder

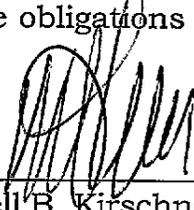
By: [Signature] Member

Bruce S. Grundt

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 PM 4:00

ACCEPTANCE BY REGISTERED AGENT

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



Mitchell B. Kirschner

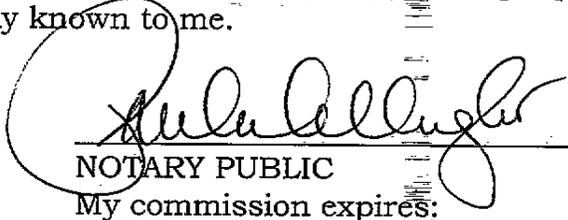
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 PM 4:00

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, this 1st day of April, 1999, MITCHELL B. KIRSCHNER, personally appeared before me who, upon first being duly sworn, did state and depose that he executed the foregoing for the purposes therein expressed; and he is personally known to me.



Paula Albright
MY COMMISSION # CC684366 EXPIRES
October 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC
My commission expires:

AFFIDAVIT

State of Florida
County of Palm Beach

Before the undersigned authority personally appeared BRUCE S. GRUNDT, who on oath says:

1. That he is a Member of 7800 CONGRESS, L.C.
2. That 7800 CONGRESS, L.C., has at least two members.
3. The amount of the cash contributed by the Members is \$1,000.00 property has been contributed.
4. The amount anticipated to be contributed by the member shall not exceed \$5,000.00.

Further affiant sayeth naught.

Bruce S. Grundt
 Bruce S. Grundt
 Member
 7800 Congress, LC

Sworn to and subscribed before me this 2 day of April, 1999, by BRUCE S. GRUNDT, who is personally known to me or who have produced as identification.



Paula Albright
MY COMMISSION # CC684366 EXPIRES
October 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC

Paula Albright
 NOTARY PUBLIC
 My commission expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR - 5 PM 4:00