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LOUIS J. CARBONE, P.A.

ATTORNEY AT LAW

65 NE 4TH AVENUE
DELRAY BEACH, FL 33483

MEMBER OF N.Y., C.T.,
FL. & D.C. BARS

(561) 272-0282
FAX (561) 272-6013
E-MAIL: LJCLEGAL@AOL.COM

NEW YORK OFFICE
111 NORTH CENTRAL PARK AVENUE
HARTSDALE, NEW YORK 10530

(914) 684-0201
FAX (914) 684-0356

July 14, 1999

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300002935403--9
-07/19/99--01129--001
****285.00 ****285.00


Re: 512-520 Delray, L.L.C.

Enclosed please find the Articles of Organization and Affidavit for the above referenced Limited Liability Company to be filed with your office.

I have also enclosed our client's check in the sum of \$ 285.00 representing the filing fee and designation of Registered Agent fee.

Please file the enclosed Articles and return to this office a filed copy upon filing.

Very truly yours,


LOUIS J. CARBONE

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CORPORATIONS
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

512-520 Delray, LLC.

ARTICLE II- Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**118 N Bedford Road Suite 203
Mount Kisco, New York 10549**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

**CHARLES ROSNER
118 N Bedford Road Suite 203
Mount Kisco, New York 10549**

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Only upon unanimous approval of all members of the limited liability company.

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DIVISION OF CORPORATE AND
FINANCIAL SERVICES

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to 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 limited liability company shall be:

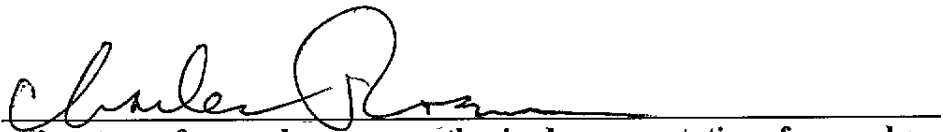
The members shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member in accordance with the terms of the operating agreement for the limited liability Company.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of 512-520 Delray, LLC 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 \$ -0-
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 10,000.00.

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SECRETARY OF STATE
DAVID L. HARRIS
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Signature of a member or an authorized representative of a 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.)

CHARLES ROSNER

Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

**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 SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

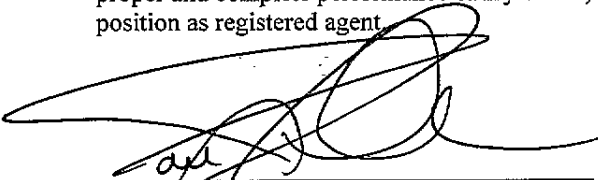
1. The name of the limited liability company is: **512-520 Delray, LLC.**

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

LOUIS J. CARBONE, P.A.
(NAME)

65 NE 4TH Avenue Delray Beach, Florida 33483
(P.O. BOX NOT ACCEPTABLE)

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.


(SIGNATURE)

5/31/99
(DATE)

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CORPORATION DIVISION

Filing Fee: \$35.00 for Designation of Registered Agent