

JAMES Q. FISHER  
ATTORNEY AT LAW  
1801 CENTURY PARK EAST, SUITE 2400  
LOS ANGELES, CA 90067-2326

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OCT 16 AM 10:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE 310 556-3300  
FACSIMILE 310 556-2424

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October 15, 1996

FEDERAL EXPRESS

Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

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Attn: Dana Farmer  
New Filing

Re: Limited Liability Companies/Limited Partnerships

Dear Ms. Farmer:

Pursuant to our conversation, enclosed please find the original and a copy of the following documents:

1. Articles of Organization for the formation of ten (10) Florida Limited Liability Companies, along with the Acceptance of Appointment as Registered Agent, and Affidavit of Membership and Contributions.

2. Check in the amount of \$2,850 for the filing fees.

Please file the originals and return the copy with your file stamp. I am not requesting certified copies, only a conformed copy with your file stamp.

If possible, please call me to confirm that the enclosed have been filed.

Also enclosed are the original and a copy of the following documents:

1. Certificates of Limited Partnership for the formation of ten (10) Florida Limited Partnerships, along with the Acceptance of Appointment as Registered Agent, and Affidavit of Capital Contributions.

2. Check in the amount of \$17,850 for the filing fees.

3. An extra copy of this letter.

10.17.96  
KR

Florida Secretary of State  
October 15, 1996  
Page 2

After you have filed the limited liability companies, please deliver the limited partnership documents to their filing department so that they may be filed.

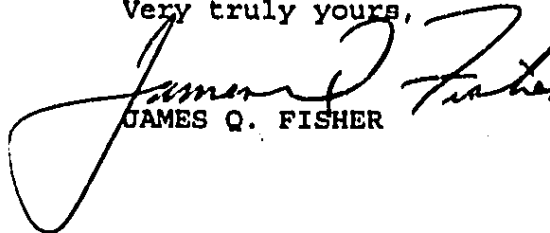
Please ask them to file the originals and return the copy with their file stamp. I am not requesting certified copies, only a conformed copy with the file stamp.

If possible, please ask them to call me to confirm that the enclosed have been filed.

If there are any problems or questions, please call me.

Thank you for your courtesy and cooperation.

Very truly yours,



JAMES Q. FISHER

Enclosures

ARTICLES OF ORGANIZATION  
OF  
35 NW 54TH ST, L.C.,  
a Florida limited liability company

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1. The name of the limited liability company is 35 NW 54TH ST,
2. The period of duration of the limited liability company shall commence upon the filing of these Articles of Organization and shall terminate on the 99th anniversary of such date.
3. The mailing address and the street address of the principal office of the limited liability company is:  
  
419 West 49th Street, #106  
Hialeah, Florida 33012-3602
4. The name and street address of the initial registered agent of the limited liability company are:  
  
7800 NE 2ND AVE, L.C.  
a Florida limited liability company  
419 West 49th Street, #106  
Hialeah, Florida 33012-3602
5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
6. Upon 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, the remaining members may continue the business of the limited liability company only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
7. Except as otherwise set forth in the Regulations of the limited liability company, the limited liability company shall be managed by three (3) managers. The names and addresses of each of the initial managers of the limited liability company are set forth on Exhibit "A" to these Articles of Organization, and said Exhibit "A" constitutes a part of these Articles of Organization.

Date: October 15, 1996

Member: RJR ENTERPRISES, LLC,  
a Nevada limited liability company

By:   
James Q. Fisher, a Manager

*This instrument prepared by:*

George J. Alboum, Esquire  
Florida Bar No. 000948  
420 Lincoln Road, Suite 315  
Miami Beach, FL 33139-3014  
Telephone: 305-531-3469

**EXHIBIT "A"**

**NAMES AND ADDRESSES OF THE MANAGERS**

**RONALD P. FISHER**  
1801 Century Park East #2400  
Los Angeles, CA 90067-2326

**JAMES Q. FISHER**  
1801 Century Park East #2400  
Los Angeles, CA 90067-2326

**RICHARD J. FISHER**  
1801 Century Park East #2400  
Los Angeles, CA 90067-2326

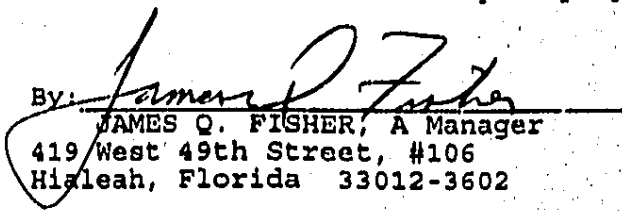
**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing articles of organization as registered agent for the limited liability company therein named, hereby agrees that it will accept service of process for and on behalf of said limited liability company and that it will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Date: October 15, 1996

7800 NE 2ND AVE, L.C.  
a Florida limited liability company

By:

  
JAMES Q. FISHER, A Manager  
419 West 49th Street, #106  
Hialeah, Florida 33012-3602

# **AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned, a manager of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, hereby deposes and says as follows:

1. The limited liability company has at least two (2) members.

2. The aggregate amount of cash and other property contributed and anticipated to be contributed to the limited liability company by its members is \$7,500.

Upon penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

Date: October 15, 1996

  
JAMES Q. FISHER, a Manager

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