

LAW OFFICES
GREEN, KAHN, PIOTRKOWSKI
A PROFESSIONAL ASSOCIATION
317 SEVENTY-FIRST STREET
MIAMI BEACH, FLORIDA 33141

KAREN B. COHEN
MARVIN M. GREEN
BRUCE H. HORNSTEIN
DONALD J. KAHN
JOEL S. PIOTRKOWSKI

PLEASE REPLY TO: P.O. BOX 4297

AREA CODE 305
MIAMI 865-4311
TELEFAX 861-8813

L0000000000075

December 17, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32301

300003077343-3
-12/21/99-01094-006
****285.00 ****125.00

Re: ASA Liberty, LLC
Articles of Organization

Gentlemen:

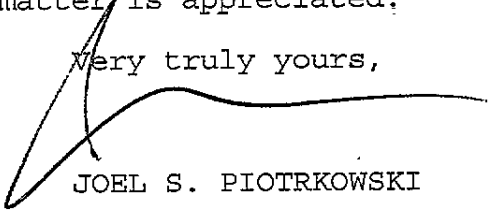
Enclosed herewith please find original and one copy of the Articles of Organization for the above, together with our check in the amount of \$285.00 representing the following:

Filing Fee	\$250.00
Resident Agent Fee	<u>35.00</u>
	\$285.00

After filing, please forward to this office the copy of the Articles of Organization marked "filed".

Your prompt attention in this matter is appreciated.

Very truly yours,


JOEL S. PIOTRKOWSKI

JSP:ss
Enclosures

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 DEC 20 AM 9:42

~~1199-29386~~
00789/02837/02870/02827/02766/00071

UB
14-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 27, 1999

JOEL S. PIOTRKOWSKI
LAW OFFICES GREEN, KAHN, PIOTRKOWSKI
P.O. BOX 4297
MIAMI BEACH, FL 33141

SUBJECT: ASA LIBERTY, LLC
Ref. Number: W99000029386

We have received your document for ASA LIBERTY, LLC 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 enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please complete and sign the enclosed application for refund, and return it to my personal and confidential attention at the address below.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 199A00060194

AND
FILED
99 DEC 30 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ASA LIBERTY, LLC

The undersigned, desiring to form a limited liability company pursuant to Chapter 608, Florida Statutes, state:

ARTICLE I

NAME

The name of this limited liability company is ASA LIBERTY, LLC.

ARTICLE II

DURATION

The duration of the limited liability company shall commence upon the filing of these Articles of Organization with the Florida Department of State and the issuance of the certificate of organization, and shall terminate fifty (50) years from the date of such certificate.

ARTICLE III

PURPOSE

It is the purpose of the limited liability company to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to acquiring, owning, holding, improving, using, selling, conveying, mortgaging or otherwise dealing in or with real or personal property, or interests in real or personal property, wherever situated.

ARTICLE IV

ADDRESS

The mailing address and the address of the place of business of the limited liability company in the State of Florida is 220 - 71st Street, Suite 209, Miami Beach, FL 33141, and the name and address of its initial Registered Agent is Joel S. Piotrkowski, Esquire, 317 - 71st Street, Miami Beach, Florida 33141.

99 DEC 30 AM 9:42

APPROVED
AND
FILED

SECRETARY OF
STATE
TALLAHASSEE, FLORIDA

ARTICLE V

CASH AND PROPERTY CONTRIBUTED

The total amount of cash and a description and agreed value of property other than cash contributed is as follows: Cash in the amount of \$1,000.00.

ARTICLE VI

ADDITIONAL CONTRIBUTIONS

There is no agreement among the members to make additional contributions.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members only upon the unanimous consent of the members and only in the event if the new member assumes the existing obligations set forth in the operating agreement.

ARTICLE VIII

CONTINUITY OF BUSINESS

The remaining members of the limited liability company shall have the right to continue the business of the limited liability company on 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 in the limited liability company.

ARTICLE IX

MANAGEMENT

Management of the limited liability company is reserved to the members, whose names and addresses are as follows:

Isaac Amsalem, 220 - 71st Street, Suite 209, Miami Beach,
33141

ARTICLE IX-A

REGISTERED AGENT, REGISTERED OFFICE

The name and Florida street address of the registered agent is
Joel S. Piotrkowski, 317 - 71st Street, Miami Beach, FL 33141.

99 DEC 30 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

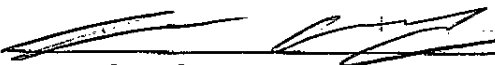
APPROVED
AND
FILED

ARTICLE X

INDEMNIFICATION

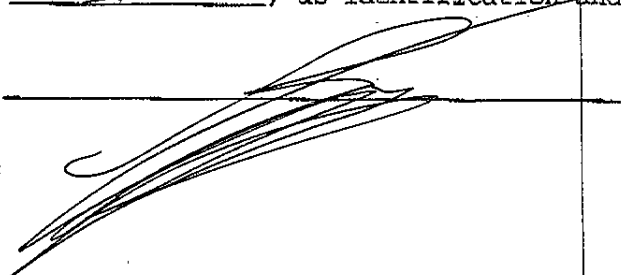
The limited liability company shall indemnify any member, or former member, and agents of all members, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization as of this 15 day of DEC, 1999.


Isaac Amsalem

STATE OF NEW YORK)
 :SS.
COUNTY OF new york)

The foregoing instrument was acknowledged before me this 15 day of December, 1999, by Isaac Amsalem, who is personally known to me or who has produced ID, as identification and who did take an oath.

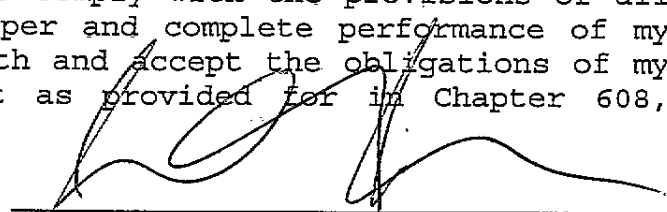

RON NAHUM-NOTARY PUBLIC
STATE OF NY #1NA5036761
NEW YORK COUNTY
COMMISSION EXP FEB-6-2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 30 AM 9:42

APPROVED
AND
FILED

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 as provided for in Chapter 608, F.S.


Joel S. Piotrkowski, Registered Agent.

APPROVED
AND
FILED

99 DEC 30 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA