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Florida Department of State
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DIVISION OF CORPORATIONS

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From: Account Name : BEDZOW, KORN, BROWN, MILLER & ZEMEL, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 20 PM 3:44

LIMITED LIABILITY COMPANY
THE SHOPPES OF NORTH BAY VILLAGE, L.L.C.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon 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 Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and addresses of the initial managers is set forth below. The initial managers shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

Initial Managers:
Address:

SCOTT GREENWALD
1320 S. Dixie Highway, Suite 781
Coral Gables, Florida 33146

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ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423 (1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been altered or repealed by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

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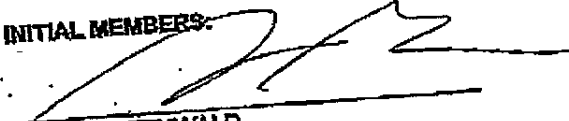
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IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this _____ day of January, 2000.

INITIAL MEMBERS:


SCOTT GREENWALD

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 606.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed as registered agent of THE SHOPPES OF NORTH BAY VILLAGE, L.L.C., a Florida limited liability company in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: January ____ 2000.

By: 
GARY L. BROWN, ESQ.

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