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ACCOUNT NO. : 072100000032

REFERENCE : 585376 100198A

AUTHORIZATION :

Patricia Figueira

COST LIMIT : \$ 125.00

ORDER DATE : February 11, 2000

ORDER TIME : 11:54 AM

ORDER NO. : 585376-005

CUSTOMER NO: 100198A

700003133227--6

CUSTOMER: Seth Cohen, Esq
FOGEL & COHEN ATTORNEYS &
FOGEL & COHEN ATTORNEYS &
Suite 105
2499 Glades Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: GOODSTEIN REALTY MIAMI, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

EB

RECEIVED
00 FEB 11 PM 2:27
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB 11 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
GOODSTEIN REALTY MIAMI, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I: NAME OF LIMITED LIABILITY COMPANY

The name of the Company shall be GOODSTEIN REALTY MIAMI, L.L.C.

ARTICLE II: PURPOSE

The purpose for which this Limited Liability Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Company is located at 2499 Glades Road, Suite 105, Boca Raton, Florida 33431. The mailing address for the Company is 242 East 51st Street, New York, New York 10022.

ARTICLE IV: TERM OF EXISTENCE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

AND
FILED
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STATE DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V: CAPITAL CONTRIBUTION AND ADDITIONAL CONTRIBUTIONS

The members of the Company shall make capital contributions to the Company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company in the State of Florida is Seth I. Cohen, Esq., Fogel & Cohen, 2499 Glades Road, Suite 105, Boca Raton, Florida 33431.

ARTICLE VII: ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII: MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all of the remaining members.

APPROVED
AND
FILED
00FFR 11 FEB 3 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX: MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

Ivan Goodstein
242 East 51st Street
New York, New York 10022

ARTICLE X: ORGANIZER

The name and address of the person signing these Articles of Organization as Organizer is:

Ivan Goodstein
242 East 51st Street
New York, New York 10022

IN WITNESS WHEREOF, the undersigned Organizer executed these Articles of Organization this 9th day of February, 2000.

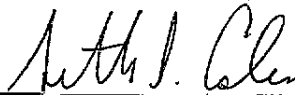

IVAN GOODSTEIN, MEMBER

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 9th day of February, 2000, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared IVAN GOODSTEIN, known to me to be the person described herein and who executed the forgoing instrument, who acknowledged before me that she executed the same, who is (☒) personally known to me, or () who has produced _____ as identification, and who did take an oath.



SETH I COHEN
My Commission CC565090
Expires Jun. 21, 2000


Notary Public, State of Florida

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FEB 11 PM 3:07
FBI
APPROVED
FBI

REGISTERED AGENT'S ACCEPTANCE

The undersigned, named as the registered agent in Article VI of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.



SETH I. COHEN, ESQUIRE

Prepared By:
Seth I. Cohen, Esq.
Florida Bar No.: 933597
Fogel & Cohen
2499 Glades Road, Suite 105
Boca Raton, Florida 33431

00 FEB 11 PM 3:07
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FEB 11 2011
FOLLAIR & ASSOC. - FLORIDA