



THE UNITED STATES  
CORPORATION  
COMPANY

# L00000000 4343

ACCOUNT NO. : 072100000032

REFERENCE : 663056 4332380

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 14, 2000

ORDER TIME : 2:01 PM

ORDER NO. : 663056-005

CUSTOMER NO: 4332380

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-04/17/00--01001--020

\*\*\*\*155.00 \*\*\*\*155.00

CUSTOMER: Mr. Michael R. Storace  
MICHAEL R. STORACE, P.A.  
MICHAEL R. STORACE, P.A.  
Suite 504  
5975 Sunset Drive  
Miami, FL 33143

DOMESTIC FILING

NAME: PENSION BAY INVESTMENTS,  
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

\*\*\*FILE 1ST\*\*\*

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

100-4343

Name	CE
Available	CE
Done	CE
Ex	CE
U.S.	CE
U.S.	CE
W. P.	CE

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TALLAHASSEE, FLORIDA

RECEIVED  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
PENSION BAY INVESTMENTS, L. L. C.

PREAMBLE

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

ARTICLE I  
NAME

The name of this Limited Liability Company is:

PENSION BAY INVESTMENTS, L.L.C.

ARTICLE II  
DURATION - DISSOLUTION

Pension Bay Investments, L. L. C. ("the Company") shall commence on the date of the filing of these Articles of Organization with the Florida Department of State and shall continue until the first to occur: (1) December 31, 2098; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon written consent of a majority of the remaining Members.

ARTICLE III  
PURPOSE

The purpose and business of the Company shall be to own, acquire, invest in, develop, operate, manage, lease, rent, subdivide and/or sell real estate, and/or interests therein.

ARTICLE IV  
ADDRESS OF OFFICE AND AGENT

**4.1 Place of Business.** The initial business and mailing address of the Company is: C/O HOWARD S. SUSSKIND, 2801 Ponce De Leon Boulevard, Suite 750, Coral Gables, Florida 33134, or such other place or places as the Members may designate from time to time.

**4.2 Registered Agent.** The initial Registered Agent of the Company is: HOWARD S. SUSSKIND, whose address is 2801 Ponce De Leon Boulevard, Suite 750, Coral Gables, Florida 33134.

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**ARTICLE V**  
**MEMBERSHIP**

**5.1 Election.** New Members may be admitted only upon the unanimous written consent of the Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other times and conditions as shall be determined by all Members.

**5.2 Transfer-Assignment.** Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled; provided, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

**5.3 Limited Liability.** No Member or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

**5.4 Indemnification.** The Company shall indemnify any present or former Member, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

**5.5 Continuation of Business.** The remaining Member may, by unanimous agreement, elect to continue the business of the Company 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 Company.

**ARTICLE VI**

(Article VI is Intentionally Omitted.)

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**ARTICLE VII**  
**DISTRIBUTIONS**

Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that Member's participation as may be adjusted from time to time by reason of additional investments, or as may be agreed in the Regulations of the Company.

**ARTICLES VIII**  
**ASSETS**

**8.1 Title.** Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

**8.2 Conveyance.** Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

**ARTICLE IX**  
**MANAGEMENT**

**9.1 Powers.** The management of the Company shall be vested in the Members in proportion to their participation. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Members pursuant to the specific rules regarding rights and duties of Members enumerated in these Articles of Organization and the Regulations of the Company.

**9.2 Agent or Manager.** Members may appoint one or more individuals or entities as limited agent(s) or manager(s) to facilitate the business of the Company. Such agent(s) or manager(s) shall act pursuant to specific revocable written instruction of limited duration. The name and address of the initial Managers of the Company shall be:

ACRA Local 725 Pension Trust Fund	South Florida Electrical Workers
	Pension Plan
BY: ROY V. SMITH, JR.	BY: ARTHUR FERNANDEZ
13185 N. W. 45th Avenue	2801 Ponce De Leon Boulevard
Opa Locka, Florida 33054	Suite 750
	Coral Gables, Florida 33134
WAYNE K. MASUR	EDWARD WOODWARD
2680 Hunter Court	2801 Ponce De Leon Boulevard
Ft. Lauderdale, Florida 33331	Suite 750
	Coral Gables, Florida 33134

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Plumber's Local Union 519  
Pension Fund

BY: DOUGLAS ORR  
2801 Ponce De Leon Boulevard  
Suite 750  
Coral Gables, Florida 33134

BY: PHIL TRUCKS, JR.  
2801 Ponce De Leon Boulevard  
Suite 750  
Coral Gables, Florida 33134

South Florida Carpenters  
Pension Plan

BY: WALTER E. SEIDEL  
2801 Ponce De Leon Boulevard  
Suite 750  
Coral Gables, Florida 33134

BY: RONALD STREICHER  
2801 Ponce De Leon Boulevard  
Suite 750  
Coral Gables, Florida 33134

Sheet Metal Worker's Local Union  
#32 Pension Fund

BY: HARLEY MCDOUGALL  
2801 Ponce De Leon Boulevard  
Suite 750  
Coral Gables, Florida 33134

BY: WILLIAM MARVEL  
2801 Ponce De Leon Boulevard  
Suite 750  
Coral Gables, Florida 33134

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**9.3 Vote.** Decisions on all matters shall be by majority vote of the Members unless specified to the contrary herein or in the Regulations of the Company. The vote of each Member as set forth herein or in the Regulations of the Company shall be in proportion to the Participation of the Member.

#### **ARTICLE X** **REGULATIONS**

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members. Said Regulations may be adopted in the form of an Operating Agreement.

#### **ARTICLE XI** **AMENDMENT**

These Articles of Organization, except with respect to the vested rights of the Members which shall require unanimous vote, may be amended at any time by vote of a majority of the Members. These Articles of Organization shall be amended when:

- (1) there is a change in the name of the Company or in the amount or character of the contributions to Capital;
- (2) there is a change in the character of the business of the Company;

- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement between them.

Any amendment shall be signed and sworn to by approving Members and an amendment adding a new Member shall be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

#### ARTICLE XII NOTICE

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

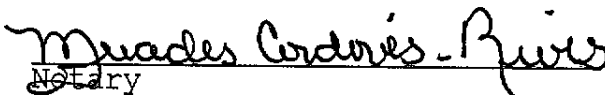
IN WITNESS WHEREOF the undersigned, as Organizers, hereby execute these Articles of Organization this 11th day of April, 2000.

  
HOWARD SUSSKIND, Organizer

STATE OF FLORIDA       }  
                                  } SS  
COUNTY OF MIAMI-DADE}

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The foregoing instrument was acknowledged before me this 11th day of April, 2000, by HOWARD S. SUSSKIND, who is personally known to me or has produced \_\_\_\_\_ as identification and who did not take an oath.

  
Notary

Mercedes Cordoves-Rives  
Printed Name of Notary

Notary Public State of Florida  
My Commission Expires:

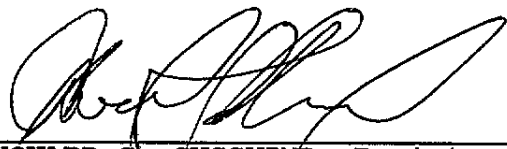
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PENSION BAY INVESTMENTS, L.L.C.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigned having been named Registered Agent to accept service of process for the above stated **PENSION BAY INVESTMENTS, L.L.C.**, at the place designated in this Certificate, the undersigned **HOWARD S. SUSSKIND**, whose address is 2801 Ponce De Leon Boulevard, Suite 750, Coral Gables, Florida 33134, does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: April 11<sup>th</sup>, 2000.

  
\_\_\_\_\_  
HOWARD S. SUSSKIND, Registered Agent

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