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ACCOUNT NO. : 072100000032

REFERENCE : 729320 11758A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : June 13, 2000

ORDER TIME : 2:37 PM

ORDER NO. : 729320-005

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CUSTOMER NO: 11758A

CUSTOMER: Ms. Lisa Belenson  
DOUMAR ALLSWORTH CURTIS CROSS  
DOUMAR ALLSWORTH CURTIS CROSS  
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: KM HOLDINGS OF FLORIDA, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED  
00 JUN 13 PM 3:57

M/6/13

EFFECTIVE DATE  
5/12/00

**ARTICLES OF ORGANIZATION**

**OF**

**KM HOLDINGS OF FLORIDA, L.L.C.**

The undersigned initial member of KM HOLDINGS OF FLORIDA, L.L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: KM HOLDINGS OF FLORIDA, L.L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on June 12, 2000, and shall continue until December 31, 2050, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

200 South Birch Road, Apt. 1011  
Fort Lauderdale, Florida 33316

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

200 South Birch Road, Apt. 1011  
Fort Lauderdale, Florida 33316

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Jeffrey S. Wachs, Esq.  
1177 S.E. 3rd Avenue  
Fort Lauderdale, Florida 33316

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STATE

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ARTICLE VI. BUSINESS OF THE COMPANY

The business of the Company shall be to acquire, develop, finance and manage the following shopping centers: (a) The Shops at Palmway located in Lauderdale Lakes, Florida; and (b) Beachway Shopping Center located in Pompano Beach, Florida (together, the "Properties").

ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those existing members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the existing members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

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 Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE IX. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the 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.

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TALLAHASSEE FLORIDA  
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ARTICLE X. MANAGEMENT OF THE COMPANY

The Company shall be managed by the members of the Company whose names are set forth below:

MK Holdings, Inc.  
200 South Birch Road, Apt. 1011  
Fort Lauderdale, Florida 33316

ARTICLE XI. 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 Regulations then in existence.

ARTICLE XII. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the 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.

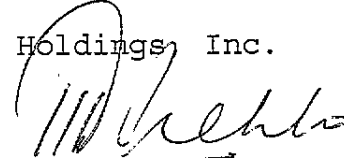
ARTICLE XIII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 12<sup>th</sup> day of June, 2000.

INITIAL MEMBER(S):

MK Holdings, Inc.

  
\_\_\_\_\_  
HOSHEDAR MEHTA, Vice President,  
Initial Member

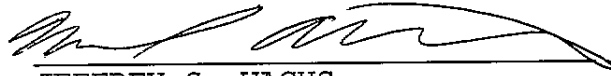
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of KM HOLDINGS OF FLORIDA, L.L.C., 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: June 12, 2000

  
\_\_\_\_\_  
JEFFREY S. WACHS (for)

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00 JUN 13 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the initial member of KM HOLDINGS OF FLORIDA, L.L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one member.

2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$1,490.00

4. There have been no contributions to the Company made by the members other than cash contributions.

5. The total amount of cash or property anticipated to be contributed by member(s) is \$1,500.00. This total includes amounts from 2 and 3 above.

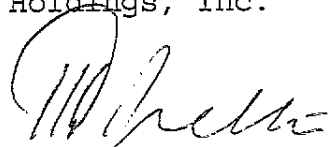
FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer and authorized representative of the initial member of the Company, declares that he has read the foregoing and that the facts are true, to the best of his knowledge and belief.

DATED: June 12, 2000.

INITIAL MEMBER(S):

MK Holdings, Inc.



HOSHEDAR MEHTA, Vice President  
Initial Member

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TALLAHASSEE FLORIDA

SWORN TO AND SUBSCRIBED before me, the undersigned officer,  
by HOSHEDAR MEHTA individually who personally appeared before me,  
who took an oath, and is personally known to me, or who produced  
as identification, on this  
12<sup>th</sup> day of June, 2000.

Lisa D. Belenson

NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Lisa D. Belenson

Commission Number: CC765902

My Commission Expires: 8/10/02



Lisa D. Belenson  
Commission # CC 765902  
Expires AUG. 10, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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00 JUN 13 PM 3:57  
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TALLAHASSEE FLORIDA