Division of Corporations

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# Florida Department of State

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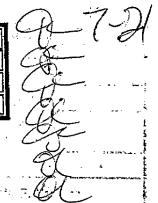
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# LIMITED LIABILITY COMPANY

A & M FLORIDA PROPERTIES LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00



# ARTICLES OF ORGANIZATION A & M FLORIDA PROPERTIES LLC

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

#### ARTICLE I

### NAME OF COMPANY

The name of the limited liability company is A & M FLORIDA PROPERTIES LI "Company").

### ARTICLE II PERIOD OF DURATION

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law, commencing July 20, 2000.

## ARTICLE III REGISTERED OFFICE AND AGENT

The street address of the Company's principal office and the mailing address of the Company is as follows: c/o GFI Management Services, Inc., 50 Broadway, New York, New York 10004. The name and address of the Company's initial registered agent in the State of Florida is as follows: Joseph Terranova, 1230 N.E. 3<sup>rd</sup> Terrace, Homestead, Florida 33030.

#### ARTICLE IV

### REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

# ARTICLE V DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

### ARTICLE VI MANAGEMENT

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing member is as follows:

NAME

<u>ADDRESS</u>

Edith Gross

c/o GFI Management Services, Inc. 50 Broadway New York, New York 10004

# ARTICLE VII PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 20 DAY OF JULY, 2000.

Edith Gross

STATE OF WY

Hefore me personally appeared EDITH GROSS, who is known to me to be the person who executed the foregoing articles of organization on behalf of A & M FLORIDA PROPERITES LLC.

July 2000.

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Outsided in Many York County
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Commission Number Wo our 150329 76
My Commission Expires: 9/6/1-01

CRETARY OF STUDENT OF

#### CERTIFICATE OF DESIGNATION OF

### REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: A & M FLORIDA PROPERTIES LE
- The name and address of the registered agent and office is:

Joseph Terranova 1230 N.E. 3<sup>rd</sup> Terrace Homestead, Florida 33030

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.

Joseph Terrangy

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