

Division of Corporations

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LIMITED LIABILITY COMPANY

A & M FLORIDA PROPERTIES LLC

Certificate of Status	0
Certified Copy	1
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 [Handwritten signatures]

**ARTICLES OF ORGANIZATION
OF
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 LLC (the "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. 3rd 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:

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- (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

Edith Gross

ADDRESS

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

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STATE OF NY
COUNTY OF NY

Before 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 PROPERTIES LLC.

In witness whereof, I have hereunto set my hand and seal on this 20 day of July, 2000.

GERALD R. MADDOL
Notary Public, State of New York
No. 02615032976
Qualified in New York County
My Commission Expires 9/6/2001


Notary Public Signature
Commission Number No 02615032976
My Commission Expires: 9/6/2001

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, 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 LLC
2. The name and address of the registered agent and office is:

Joseph Terranova
1230 N.E. 3rd 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.

7/20/00
(Date)

Joseph Terranova
Joseph Terranova

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