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ENGELBERG, CANTOR & MILGRIM, P.L.

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

YANKEE CLIPPER CENTER

3230 STIRLING ROAD

SUITE 1

HOLLYWOOD, FLORIDA 33021

HOLLYWOOD (954) 966-3900

FAX (954) 981-2300

MORRIS ENGELBERG &
LAURIE E. MILGRIM, P. A.

JERALD C. CANTOR, P. A.

RICK LEONE, P. A.
TAX COUNSEL

PALM BEACH OFFICE

125 WORTH AVENUE

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

July 17, 2000

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

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-07/19/00--01059--003
***1837.50 ***155.00

RE: Articles of Organization of
Hudson Avenue, L.L.C.

Dear Sir/Madam:

We have prepared and enclose herein the Articles of Organization of Hudson Avenue, L.L.C.. Please find a check in the amount of One Thousand Eight Hundred Thirty-Seven Dollars and 50/100 (\$1,837.50) made payable to the Secretary of State representing your fee for filing the aforementioned.

Kindly file the enclosed and return a certified copy of said document to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,


RICK LEONE
Special Tax Counsel

RL:nh
Enclosures

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FILED
TALLAHASSEE, FLORIDA

mtm
7/25

**ARTICLES
OF ORGANIZATION OF
HUDSON AVENUE, L.L.C.**

WE, THE UNDERSIGNED, who intend to form and create a Limited Liability Company, as defined in Section 608.402(8) of the Florida Statutes, do hereby state and certify the following:

1. Name of Limited Liability Company. The name of the Limited Liability Company (the "**Company**") shall be **HUDSON AVENUE, L.L.C.**

2. Location of Company Office. The registered office of the Company is located at **One Financial Plaza, Eighteenth Floor, Fort Lauderdale, Florida 33394**. Its registered agent is **James B. Chaplin**, whose address is the same.

3. Duration of Company. The Company shall have a duration of thirty (30) years.

4. Ownership Units; Capital Contributions.

(a) The maximum number of ownership units which the Company is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

(b) The total amount of cash to be contributed by each of the members shall be equal to One Dollar (\$1.00) multiplied by the number of ownership units to which that member has subscribed. In addition, each of the members has agreed to contribute his or her interest in certain real property located in Pasco County, Florida. No property, other than cash and said real estate, shall be contributed. No agreements have been made for the contribution by any member of any additional cash or property.


(c) Each of the members shall initially receive a number of ownership units determined by multiplying one hundred (100) by a fraction the numerator of which shall be equal to the value of cash and property contributed by the particular member and the denominator of which shall be equal to the value of cash and property contributed by all members.

5. Admission of New Members. Subject to unanimous consent, the members of the Company shall have the right to admit new members; provided, however, that no person shall be admitted as a member unless, and until, that person has agreed to be bound by the terms of the Operating Agreement of the Company.

6. Continuation on Death, Retirement, etc., of a Member. The remaining members of the Company shall have the right to continue the business on 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 limited liability company. The Operating Agreement of the Company shall provide the provisions pursuant to which the interest of a discontinued member shall be redeemed.

7. Management of the Company. The Company shall be managed, until the first annual meeting of the members, or until their successors are elected and qualify, by **JAMES B. CHAPLIN**, whose address is **5251 SW 18th Street, Plantation, Florida 33317**.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 2nd day of May, 2000.



JAMES B. CHAPLIN
Member



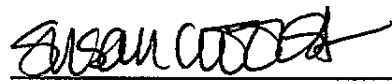
WILLIAM SAKELSON
Member



CHARLES F. CHAPLIN
Member



KIMBERLY Y. CHAPLIN
Member



SUSAN CHAPLIN WORST
Member

00 JUN 19 11 58 AM '00
FBI - MIAMI

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND FOR NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **HUDSON AVENUE, L.L.C.**, desiring to organize or qualify under the laws of the State of Florida, with its principal office and mailing address at **One Financial Plaza, Eighteenth Floor, Fort Lauderdale, Florida 33394.**, has named **JAMES B. CHAPLIN**, whose address is the same, as its agent to accept service of process within the State of Florida.



JAMES B. CHAPLIN
Managing Member

DATED: 5/2/00

HAVING BEEN NAMED to accept service of process for the above-stated limited liability company, at the place designated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



JAMES B. CHAPLIN

DATED: 5/2/00

FILED
MAY 19 11 09 29
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FORT LAUDERDALE, FLORIDA