

L0000000/2633
FERENCIK LIBANOFF BRANDT AND BUSTAMANTE

PROFESSIONAL ASSOCIATION

ROBERT E. FERENCIK, JR.
IRA L. LIBANOFF
ALAN C. (PETER) BRANDT, JR.
NESTOR BUSTAMANTE, III
ALEXANDER J. WILLIAMS, JR.
JORDANA L. GOLDSTEIN
SANDRA D. KENNEDY
GAVIN D. CADDY
RANDALL L. GILBERT
JOHN J. CARAVELLA
JANET E. RITENBAUGH, Of Counsel

ATTORNEYS AT LAW

WESTSIDE CORPORATE CENTER
150 S. PINE ISLAND ROAD, SUITE 400
FORT LAUDERDALE, FL 33324

BROWARD (954) 474-8080
DADE (305) 949-8003

FAX (954) 474-7343

URL: <http://www.flbblaw.com>

September 26, 2000

00789-02826-00671

MJH

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

W-24015
700003410267--6
-09/29/00--01095--011
***160.00 ***160.00

Re: M&F Properties of Florida, LLC

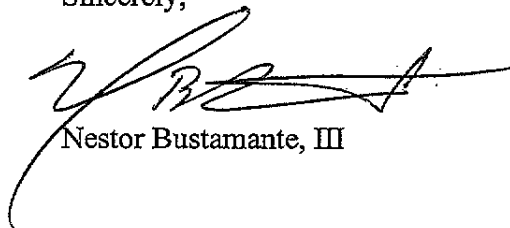
Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Organization for M&F Properties of Florida, LLC., and the original and one copy of the Designation of Registered Agent. Please cause the originals to be filed with the Secretary of State and provide us with a certification of said filing.

Enclosed is our check in the amount of \$160.00 for filing fees, designation of Registered Agent, Certified Copy and Certificate of Status.

Thank you for your assistance in this matter.

Sincerely,


Nestor Bustamante, III

NB/ajk
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 AM 10:10



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 3, 2000

NESTOR BUSTAMANTE, III
FERENCIK LIBANOFF BRANDT AND BUSTAMANTE
150 S. PINE ISLAND ROAD, SUITE 400
FORT LAUDERDALE, FL 33324

SUBJECT: M&F PROPERTIES OF FLORIDA, LLC
Ref. Number: W00000024015

We have received your document for M&F PROPERTIES OF FLORIDA, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on September 29, 2000. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 800A00052442

ARTICLES OF ORGANIZATION

OF

M&F PROPERTIES OF FLORIDA, LLC

I, the undersigned, acting as an organizer of a limited liability company pursuant to the Florida Limited Liability Company Act (the "Act"), certify the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is M&F Properties of Florida, LLC (the "Company").

ARTICLE II. DURATION

The term of the Company's duration is perpetual.

ARTICLE III. ADDRESS

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

335 Center Avenue
Mamaroneck, New York 10543

ARTICLE IV. REGISTERED AGENT

The name and street address of the Company's initial registered agent is as follows:

FERENCIK LIBANOFF BRANDT AND BUSTAMANTE, P.A.
150 South Pine Island Road, Suite 400
Fort Lauderdale, Florida 33324
Nestor Bustamante, III, Esquire

Registered Agent's acceptance is attached hereto as Exhibit A.

ARTICLE V. MANAGEMENT

The management of the Company is reserved to the members of the Company. The names and addresses of the initial members of the Company is as follows:

Felix J. Petrillo
335 Center Avenue
Mamaroneck, New York 10543

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 AM 10:10

Michael V. Petrillo
335 Center Avenue
Mamaroneck, New York 10543

ARTICLE VI. EFFECTIVE DATE

The effective date shall be ~~September 19, 2000~~ ~~XXXXXXXXXXXX~~ October 16, 2000.

Dated this 19th day of September, 2000.

Michael V. Petrillo
~~Felix J. Petrillo~~
Michael V. Petrillo

STATE OF NEW YORK
COUNTY OF WESTCHESTER

BEFORE ME, the undersigned authority and officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared ~~FELIX J. PETRILLO~~ ^{Michael V.} ✓ who is personally known to me, or _____ who produced his driver's license as identification, and acknowledged before me that he executed the foregoing Articles of Organization for the purposes therein stated.

Maureen P. Nulty
NOTARY PUBLIC
State of Florida ~~New York~~

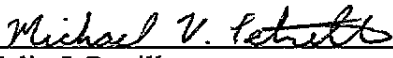
My Commission Expires:

Maureen P. Nulty
Notary Public, State of New York
Qualified in Putnam County
Commision Expires: March 9, 2002

M&F PROPERTIES OF FLORIDA, LLC
CERTIFICATE OF DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

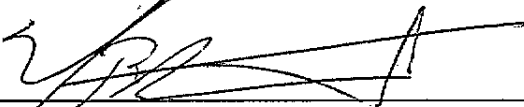
In compliance with Florida Statutes, Chapter 48 the following is submitted:

1. That M&F Properties of Florida, LLC, desiring to organize a limited liability company under the laws of the State of Florida, with its principal place of business in Broward County, State of Florida, has named FERENCIK LIBANOFF BRANDT AND BUSTAMANTE, P.A., as its agent to accept service of process within Florida.



~~Felix J. Petrillo~~
Michael V. Petrillo
Dated: September 19th, 2000

2. Having been named to accept service of process for the above-stated limited liability company, at the place designed in this Certificate, I hereby agree to act in this capacity, and I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Nestor Bustamante, III
Dated: September 25th, 2000.

EXHIBIT "A"