



THE UNITED STATES  
CORPORATION  
COMPANY

L000000012998

ACCOUNT NO. : 072100000032

REFERENCE : 873687 134074A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 165.00

ORDER DATE : October 24, 2000

ORDER TIME : 10:58 AM

ORDER NO. : 873687-005

CUSTOMER NO: 134074A

CUSTOMER: Ms. Diane Israel  
Baldovin, Saraga & Lipshy,  
P.a.  
201 Northeast First Avenue

900003436789--7

Delray Beach, FL 33444

DOMESTIC FILING

NAME: MARGATE BUSINESS PARK, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX(2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115  
EXAMINER'S INITIALS:

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 24 AM 11:34  
NOTED  
TO ADOPT  
SUFFICIENCY OF FILING

10-24-00  
00 OCT 24 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**ARTICLES OF ORGANIZATION  
OF  
MARGATE BUSINESS PARK, LLC  
  
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles of Organization ("**Articles**"), hereby certifies that:

**ARTICLE I - Name**

The name of the Limited Liability Company is "**MARGATE BUSINESS PARK, LLC**" ("**Company**").

**ARTICLE II - Address**

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

13865 West Dixie Highway  
North Miami, FL 33161

**ARTICLE III - Duration**

The period of duration for the Company shall be:

Perpetual

**ARTICLE IV- Purpose**

The Company's business and purpose shall consist solely of the following:

- (1) The acquisition, ownership and management of commercial property to be constructed at the Margate Business Park in Margate, Florida (the "**Property**"), pursuant to and in accordance with these Articles; and
- (2) to engage in such other lawful activities permitted to limited liability companies by the Florida Limited Liability Company Act of the State of Florida (the "**Act**") as are incidental, necessary or appropriate to the foregoing.

APPROVED  
AND  
FILED  
00 OCT 26 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V - Management**

The Company is to be managed by the managing member ("**Managing Member**") who is as follows:

Thomas R. Speno  
13865 West Dixie Highway  
North Miami, FL 33161

## **ARTICLE VI - Admission of Additional Members**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the operating agreement adopted by all members.

## **ARTICLE VII - Members' Rights to Continue Business**

The right, if given, of the remaining members of the Company 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 Company shall be governed by the operating agreement adopted by all members.

## **ARTICLE VIII - Limitation on Agency Authority of Members**

Pursuant to **Section 608.424** of the Florida Limited Liability Company Act, (hereinafter the "**Act**") no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

## **ARTICLE IX - Indemnification**

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

00 OCT 26 PM 1:46

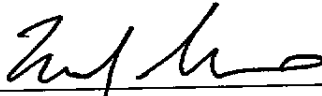
APPROVED  
FILED

## ARTICLE X - Regulations

Any Regulations (as defined in Section § 608.402(13) of the Act, relating to this Company must be in writing and signed by all of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 23<sup>rd</sup> day of October, 2000.

Signature of a member or authorized representative of a member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



THOMAS R. SPENO, Incorporator and  
Sole Managing Member

### 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: MARGATE BUSINESS PARK, LLC.
2. The name and address of the registered agent and office is:

BALDOVIN, SARAGA & LIPSHY, P.A.  
201 N.E. First Avenue  
Delray Beach, Florida 33444

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.

BALDOVIN, SARAGA & LIPSHY, P.A.

By:   
ROBERT S. SARAGA, Vice President

October 23, 2000  
Date

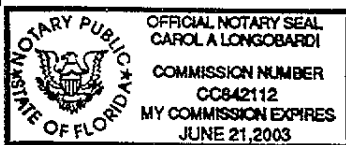
FILED  
OCT 24 PM 1:40  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

APPROVED  
AND  
FILED

STATE OF FLORIDA        }  
                                      }  
COUNTY OF PALM BEACH }    ss

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT S. SARAGA, ESQ., Vice President of BALDOVIN, SARAGA & LIPSHY, P.A., and who is personally known to me (X) or who did furnish \_\_\_\_\_ for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

2000        WITNESS my hand and official seal in the County and State last aforesaid this 23 day of October,



(Seal)

*Carol A. Longobardi*

NOTARY PUBLIC

*Carol A. Longobardi*

Printed Name of Notary

F:\Transaction Department\clients\SPENO\Milam-Margate land\Articles of Organization LLC

APPROVED  
AND  
FILED  
00 OCT 21 PM 1:46  
STATE OF FLORIDA  
TALLAHASSEE