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JOEL H. FELDMAN
LAWRENCE K. FAGAN

MERIDETH WATSON
CERTIFIED LEGAL ASSISTANT

November 10, 2000

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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***125.00 ***125.00

Re: **J&J, LLC**

Dear Clerk:

Enclosed please find check # 2034 in the amount of \$125.00 representing the filing fee for the enclosed Articles of Incorporation.

Please forward acknowledgment of filing to this office.

Very truly yours,



Merideth Watson
Certified Legal Assistant

MW/pt
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
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ARTICLES OF ORGANIZATION OF

J & J, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. We declare that the following Articles shall serve as authority for the conduct of the business of the limited liability company.

ARTICLE ONE: NAME; PRINCIPAL PLACE OF BUSINESS; MAILING ADDRESS OF BUSINESS

The name of the limited liability company shall be **J & J, LLC**, with its principal office at 297 N.E. 6th Ave., Delray Beach, Palm Beach County, Florida 33483, but it shall have authority to establish such other offices at any other locations as its members may designate. The mailing address of the limited liability company shall be 375 S.E. 1st Ave., Delray Beach, Florida 33483.

ARTICLE TWO: POWERS AND PURPOSES

The limited liability company is authorized to conduct and transact and all business lawful in the State of Florida for limited liability companies, including but not limited to operation of a hotel/motel/transient resident housing complex. Nothing contained herein shall be deemed or construed to authorize or permit the limited liability company to exercise any power or perform any act which a limited liability company may not exercise or perform under Florida law.

ARTICLE THREE: EXERCISE OF POWERS

All limited liability company powers shall be exercised, and the business of the limited liability company shall be managed, by and under the direction of the members of the company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of two-thirds (2/3) of the members of the company.

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ARTICLE FOUR: MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are:

HAROLD JONAS

**375 S.E. 6th Ave.
Delray Beach, FL 33483**

**JAISEL GOSAI, as General
Partner of GIRI INVESTMENTS,
an Illinois General Partnership**

**138 St. Francis Circle
Oak Brook, IL 60523**

The members may delegate to any or all of its members, in the Regulations of the limited liability company, such management authority as the members may determine to be in the best interest of the limited liability company, subject to the provisions of Florida law, as amended from time to time.

ARTICLE FIVE: MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by a vote of two-thirds (2/3) of the members. Contributions of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of seventy-five percent (75%) of the members.

On death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the consent of seventy-five (75%) of the remaining members.

ARTICLE SIX: CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 shall be paid to the limited liability company by each member named herein. Additional capital contributions will be made as required for investment purposes, as determined by two-thirds (2/3) of the members. All members shall make equal contributions to the company.

ARTICLE SEVEN: PROFITS AND LOSSES

A. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company which remain after the payment of the

expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being November 15, 2000.

B. *Losses.* All losses that occur in the operation of the limited liability company shall be paid out of the capital of the company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

C. *Sale of Assets of Company.* In the event of the sale of all or substantially all of the assets of the limited liability company ("substantially" herein defined as the sale of seventy-five percent (75%) or more of the fair market value of the assets as of the date of sale), after payment of all expenses of sale, including but not limited to closing costs, third party obligations and loans from the members, the net proceeds of sale shall be distributed to the members as follows:

- | | |
|---------------------|---------------------|
| 1. HAROLD JONAS | Forty percent (40%) |
| 2. GIRI INVESTMENTS | Sixty percent (60%) |

ARTICLE EIGHT: DURATION

This limited liability company shall have perpetual existence until dissolved in the manner provided by law, or as provided in the regulations adopted by the members.

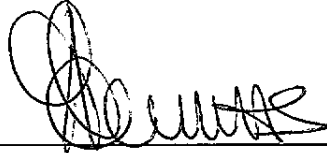
ARTICLE NINE: INITIAL REGISTERED OFFICE AND INITIAL REGISTER AGENT

The address of the initial registered office of the limited liability company is 375 S.E. 6th Ave., Delray Beach, Palm Beach County, Florida 33483. The name of the initial registered agent at that address is HAROLD JONAS.

THE UNDERSIGNED, BEING THE ORIGINAL MEMBERS OF THE LIMITED LIABILITY COMPANY CERTIFY THAT THIS INSTRUMENT CONSTITUTES THE PROPOSED ARTICLES OF ORGANIZATION OF J & J, LLC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXECUTED by the undersigned at Boca Raton, Florida this 13th day of November, 2000.



HAROLD JONAS

**GIRI INVESTMENTS, an Illinois
General Partnership**



**By: JAISEL GOSAI,
General Partner**

J&J articles of organization

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Pursuant to Sections 608.415 and 608.407(1)(d), of the Florida Limited Liability Company Act, the limited liability company named below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is J & J, LLC.

The name of the registered agent for J & J, LLC is Harold Jonas, located at 375 S.E. 6th Ave., Delray Beach, FL 33483 and the street address of the company's principal office is located at 279 N.E. 6th Ave., Delray Beach, FL 33483.

This statement is to acknowledge that, as indicated above, J & J, LLC has appointed me, Harold Jonas, as its registered agent to accept service of process for the company at the place designated above. I accept this 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 complete and proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

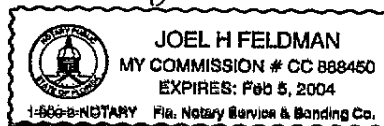
DATED this 8 day of November, 2000

By: HAROLD JONAS

The foregoing instrument was acknowledged by me this 8th day of November, 2000 by HAROLD JONAS, agent of and for J & J, LLC, a limited liability company, who is personally known to me or who produced personal knowledge as identification.

JOEL H FELDMAN
NOTARY PUBLIC

J & J reg agent



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