

**ALAN J. MARCUS**  
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# MJ2

*Via Federal Express*

November 21, 2000

Secretary of State  
Divisions of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100003474221--2  
-11/22/00--01041--004  
\*\*\*155.00 \*\*\*155.00

RE: Equity One (Clematis) LLC

Dear Sir or Madam:

Enclosed please find the Articles of Organization of Equity One (Clematis) LLC. Please be kind enough to return to the undersigned a certified copy of the Articles of Organization using the enclosed Federal Express air bill.

I also enclose a check payable to the Secretary of State in the amount of \$155.00 representing the filing fee and certified copy charges.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

Widener

ALAN J. MARCUS

AJM/js  
Encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV 22 AM 11:30

**ARTICLES OF ORGANIZATION  
OF  
EQUITY ONE (CLEMATIS) LLC**

**ARTICLE I - Name**

The name of the Limited Liability Company is EQUITY ONE (CLEMATIS) LLC, (the "Company").

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Company is: c/o 1696 NE Miami Gardens Drive, 2<sup>nd</sup> floor, North Miami Beach, FL 33179.

**ARTICLE III - Duration**

The Company shall exist for a period of no less than thirty (30) years, and no more than fifty (50) years from the date of filing these Articles of Organization, unless sooner dissolved in accordance with Florida law.

**ARTICLE IV -Management**

The daily, usual course of business of the Company will be managed by its managing member (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the members holding two-thirds interest in the Company. The name and address of the Manager who is to serve is as follows:

Equity One Realty & Management, Inc.  
1696 NE Miami Gardens Drive, 2<sup>nd</sup> floor  
North Miami Beach, Florida 33179

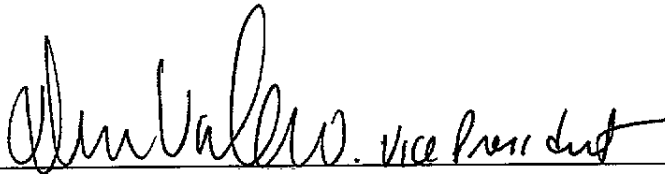
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#### **ARTICLE V - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of a majority of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of Company.

#### **ARTICLE VI -Members Rights to Continue Business**

In the event of the termination of the Company due to 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, the remaining or surviving members may continue in the business of the Company provided that not less than a majority of the ownership interests agree to do so in writing.

A handwritten signature in black ink, appearing to read "Doron Valero", followed by the words "vice president" in a cursive script.

**Signature of member or an 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.

**Doron Valero, Vice President**  
**Printed or typed name of signee**

**CERTIFICATION 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the limited liability company is EQUITY ONE (CLEMATIS) LLC.
2. The name and the Florida street address of the registered agent is:

Alan J. Marcus  
20803 Biscayne Boulevard  
Suite 301  
Aventura, Florida 33180,

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 appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of 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.



ALAN J. MARCUS  
Registered Agent

Dated: November 21, 2000