

LAW OFFICES
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

EDWARD B. COHEN
PAULA S. GOLD (RETIRED)
MICHAEL I. KOTLER **
ALLAN H. SCHWARTZ
MELODY E. STEINBERG
RONALD M. ZAKARIN *
GREGG H. GLICKSTEIN, OF COUNSEL

NEW YORK OFFICE
1129 NORTHERN BLVD.
MANHASSET, NEW YORK 11030

BOCA RATON (561) 361-9600
FAX (561) 361-9770

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

L00000015562

December 6, 2000

Via Federal Express 8196 9506 1259
Return Federal Express 8196 9506 1260

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Secretary of State
Division of Corporations
PO Box 6327
409 East Gain Street
Tallahassee, FL 32314

Re: **Organization of American Real Estate Management, LLC**
File Number 6-572-1

Dear Sir/Mam:

Enclosed please find my law firm's check in the amount of One Hundred Twenty-Five Dollars (\$125.00) for the filing of the enclosed Articles of Organization and Certificate of Designation of Registered Agent relating to the above referenced Limited Liability Company. Please file the Articles and return a copy of the filed articles in the enclosed Federal Express envelope. Thank you for your assistance with this matter.

Very truly yours,

Michael Kotler
mes

Michael I. Kotler

FILED
00 DEC -7 AM 9:12
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

MIK/mes
Enclosure

gr

ARTICLES OF ORGANIZATION
OF
AMERICAN REAL ESTATE MANAGEMENT, LLC

ARTICLE I

NAME

The name of this limited liability company is
AMERICAN REAL ESTATE MANAGEMENT, LLC

ARTICLE II

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

**550 SE 5th Avenue #806
Boca Raton, Florida 33432**

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

The name and Florida street address of the registered agent are:

**Warren Diamond
550 SE 5th Avenue #806
Boca Raton, Florida 33432**

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated limited liability company, at place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Warren Diamond, Registered Agent

FILED
00 DEC -7 AM 9:15
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE IV
MEMBERS AND MANAGEMENT

Check if applicable:

X The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager - managed company. The following members shall be manager members:

Warren Diamond
John Delmonico

This limited liability company shall have the following members:

NAME	ADDRESS
Warren Diamond	550 SE 5th Avenue #806 - Boca Raton, FL 33432
John Delmonico	14 Clay Court - Locust, NJ 07760
David Brown	6 Wilson Circle - Rumson, NJ 07760

ARTICLE V
PURPOSE

This limited liability company is organized for the following purposes:

1. To own and operate a *Real Estate Brokerage and Sales Company*.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

FILED
00 DEC -7 PM 9:12
TALLAHASSEE FLORIDA

ARTICLE VI
CONTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

NAME	AMOUNT
Warren Diamond	\$10,000.00
John Delmonico	\$10,000.00
David Brown	\$10,000.00

The members of the limited liability company have agreed to make the following additional contributions, which contributions, if any, shall be made upon the following terms and conditions:

None, provided that future contributions can be made as determined from time to time by the members.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of all members of the limited liability company.

ARTICLE VIII

VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company.

Each member's vote shall be weighted as follows:

NAME	PERCENTAGE
Warren Diamond	33.33%
John Delmonico	33.33%
David Brown	33.33%

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00 DEC -7 AM 9:12
TALLAHASSEE, FLORIDA

ARTICLE IX

TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue perpetually.


In the event of 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 the remaining members shall have the right to continue the business of this limited liability company.

ARTICLE X
AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Warren Diamond, Member

FILED
00 DEC -7 AM 9: 12
CLERK OF DISTRICT COURT
FALLASSSEE, FLORIDA