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AND NEW YORK  
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AND PENNSYLVANIA

12/29

December 27, 2000

MJH

Via Federal Express 8196 9506 0609  
Return Federal Express 8196 9506 0594

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

300003518039--8  
-01/02/01--01060--001  
\*\*\*\*125.00 \*\*\*\*125.00

Re: **Organization of AEA23, LLC**

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 I. Kotler

MIK/mes  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 29 PM 12: 32

**ARTICLES OF ORGANIZATION**

**OF**

**AEA23, LLC**

**ARTICLE I**

**NAME**

The name of this limited liability company is

**AEA23, LLC**

**ARTICLE II**

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

**720 East Palmetto Park Road  
Boca Raton, FL 33432**

**ARTICLE III**

**REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE**

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

**Alfred Karram, Senior  
720 East Palmetto Park Road  
Boca Raton, FL 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.*

  
**Alfred Karram, Senior, Registered Agent**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 29 PM 12:32

## ARTICLE IV

### MEMBERS AND MANAGEMENT

Check if applicable:

\_\_\_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:

N/A

This limited liability company shall have the following members:

NAME AND ADDRESS:

**Alfred Karram, Sr. and Emilia Karram**  
**as tenants by the entireties**                      **720 East Palmetto Park Rd., Boca Raton, FL 33432**

**Alfred Karram, Jr.**                                      **720 East Palmetto Park Rd., Boca Raton, FL 33432**

## ARTICLE V

### PURPOSE

This limited liability company is organized for the following purposes:

1. To own and operate a real estate development business.
2. To engage in any activity or business permitted under the laws of the United States and the State of 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
<b>Alfred Karram, Sr. and Emilia Karram</b> <b>as tenants by the entireties (80%)</b>	<b>\$8,000.00</b>
<b>Alfred Karram, Jr. (20%)</b>	<b>\$2,000.00</b>

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
<b>Alfred Karram, Sr. and Emilia Karram as tenants by the entireties</b>	<b>80%</b>
<b>Alfred Karram, Jr.</b>	<b>20%</b>

## **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.

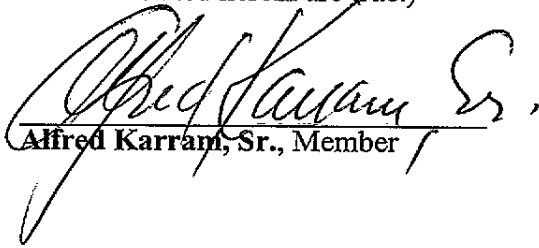
In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member the remaining members shall have the right to continue the business of this limited liability company.

**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.)

  
Alfred Karram, Sr., Member