

LO 1000000989

LAW OFFICES
BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

JOSEPH L. ACKERMAN, JR., P.A.
LINDA DICKHAUS AGNANT
BRUCE G. ALEXANDER, P.A.
JERALD S. BEER, P.A.
WILLIAM R. BOOSE, III, P.A.
JOHN D. BOYKIN, P.A.
PATRICK J. CASEY, P.A.
RICHARD R. CHAVES
PATRICIA M. CHRISTIANSEN
ALAN J. CIKLIN, P.A.
MICHAEL W. CONNORS
ROBERT L. CRANE, P.A.
RONALD E. CRESCENZO
JASON S. HASELKORN

W. J. HUNTER, JR., P.A.
RICHARD A. JAROLEM
BRIAN B. JOSLYN, P.A.
GREGORY S. KINO, P.A.
DONNA L. LEVY
M. DANIEL LOGAN
CHARLES A. LUBITZ, P.A.
RICHARD L. MARTENS, P.A.
LOUIS R. MCBANE, P.A.
BRIAN M. O'CONNELL, P.A.
PHIL D. O'CONNELL, JR., P.A.
DEAN VEGOSEN, P.L.
JOHN R. YOUNG, P.A.

PHILIP D. O'CONNELL, SR. (1907-1987)

OF COUNSEL
JOHN L. REMSEN
MICHAEL J. KENNEDY
GARY WALK

NORTHBRIDGE TOWER 1•18TH FLOOR
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 832-5900
TELECOPIER (561) 655-7091

Mailing Address
P.O. Box 4626
WEST PALM BEACH, FL 33402-4626

WRITER'S E-MAIL: DVEGOSEN@BOOSECASEY.COM

January 15, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

600003553936-4
-01/18/01--01067--010
*****337.50 *****155.00

Re: Downtown At The Gardens, LLC

Ladies & Gentlemen:

L-1-989

Enclosed please find one executed original and one copy of the Articles of Organization for the captioned limited liability company, Registered Agent form and Affidavit of Capital Contributions. Additionally enclosed is my firm's check for \$337.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Organization at your earliest convenience.

Thank you for your assistance.

Sincerely,

Dean Vegosen
Dean Vegosen

DV:jha
Enclosures

cc: Craig I. Menin

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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182.50 op

**ARTICLES OF ORGANIZATION
OF
DOWNTOWN AT THE GARDENS, LLC**

I, the undersigned natural person competent to contract, hereby organize and form a limited liability company of which I will be a member under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be Downtown At The Gardens, LLC.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

Place of Business and Registered Agent

The street address and mailing address of the initial business office of the Company is c/o Menin Development Companies, Inc., 201 N. U.S. Highway 1, Suite D-5, Jupiter, Florida 33477, and the name of the initial registered agent of the Company at that address is Craig I. Menin. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

ARTICLE 5.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority in interest of the then-existing members.

ARTICLE 6.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE 7.

Management

Management of the Company shall be by a manager selected by the members. The initial manager is Menin Development Companies, Inc., who shall serve as the manager of this Company until such time as another manager is designated in accordance with the Regulations. The initial manager's address is 201 N. U.S. Highway 1, Suite D-5, Jupiter, Florida 33477.

ARTICLE 8.

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member or manager of this Company.

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TALLAHASSEE FLORIDA

ARTICLE 9.

Substitution of Members

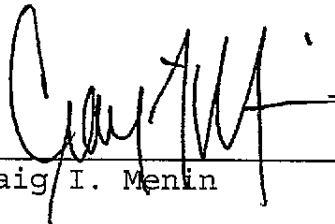
The interest of the initial member(s) of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.

ARTICLE 10.

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

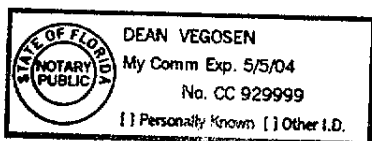
In witness of the foregoing, I have hereunto set my hand and seal this 12th day of January, 2001.

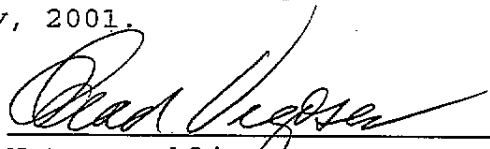

Craig I. Menin

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally came and appeared Craig I. Menin, who is personally known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of January, 2001.




Notary Public, State of Florida
at Large

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SECRETARY OF STATE

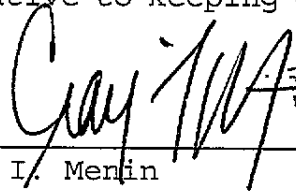
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 608, Florida Statutes, the following
is submitted, in compliance with said Act:

That DOWNTOWN AT THE GARDENS, LLC, desiring to organize as a
limited liability company under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Organization, has named Craig I. Menin, located at 201 N. U.S.
Highway 1, Suite D-5, City of Jupiter, County of Palm Beach, State
of Florida 33477, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated limited liability company, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.



Craig I. Menin

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TALLAHASSEE FLORIDA