

APR-25-2001 09:33

http://www.dos.state.fl.us/epts/eilcovr.exe

L010000006364

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000044561 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED
TALLAHASSEE, FLORIDA

01 APR 25 PM 1:14

FILED

To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

AL 1

LIMITED LIABILITY COMPANY

SOBE REALTY HOLDINGS, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 24, 2001

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SOBE REALTY HOLDINGS, L.L.C.
REF: W01000009189

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 25 PM 1:14

FILED

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on . Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000044561
Letter Number: 901A00024200

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 25 AM 10:13

RECEIVED

(5)

H 01000044561

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY
COMPANY**

ARTICLE I: BUSINESS NAME:

Legal Name of LLC: SOBE Realty Holdings, L.L.C.,
Trade Name: SOBE Realty Holdings Inc.,
Address: 715 5th Street
Miami Beach, FL 33139

FILED
01 APR 25 PM 1:14
TALLAHASSEE, FLORIDA

ARTICLE II: BUSINESS ACTIVITIES: This LLC will begin on April 23, 2001, with an initial number of employees of approximately 1.

The primary activities of the LLC can be describes as follows:

Invest, manage, lease and. sell real property. Conduct all other activities that are permissible by law.

ARTICE III: ORGANIZER:

Name: Daniel Rousseau
Address: 715 5th Street
Miami Beach, FL 33139

ARTICLE IV: PERIOD OF DURATION:

The LLC's existence shall continue for a period of years as follows:

Maximum allowable by state law.

ARTICLE V: PRINCIPAL PLACE OF BUSINESS:

The address where the LLC's principal place of business will be located is:

715 5th Street.
Miami Beach, FL 33139

H 01000044561

PREPARED BY:

Alan N. Razia, PA
Tax Advisor
3218 Stirling Rd.
Hollywood, FL 33021

Initials: _____

ARTICLE VI: MANAGEMENT:

The LLC will be managed by managers who need not be members of the LLC.

The following persons will be responsible for managing and operating the LLC:

Name: Daniel Rousseau
Address: 715 5th Street
Miami Beach, FL 33139

Name: Horst Ortner
Address: 715 5th Street
Miami Beach, FL 33139

ARTICLE VII: OFFICERS:

The following persons will be elected to fill the respective offices:

Name: Daniel Rousseau
Address: 4922 Fisher Island Dr.
Fisher Island, FL 33109-0189

Office: Director, CEO, Secretary

Name: Horst Ortner
Address: 715 5th Street
Miami Beach, FL 33139

Office: Director, President, Treasurer

ARTICLE VIII: TAX MATTERS MEMBER:

The designated member who will be responsible for tax matters will be:

Name: Daniel Rousseau
Address: 715 5th Street
Miami Beach, FL 33139

FILED
01 APR 25 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX: VOTING:

Members shall be entitled to vote based upon the following:

Number of capital units owned.

All matters that require a vote of the members shall be approved by a majority vote.

Action may be taken without a meeting if a majority of the members consent to the action in writing.

ARTICLE X: MEETINGS:

Meetings of the members of the LLC will be held at the principal place of business.

ARTICLE XI: PROFIT ALLOCATION:

Net income or net loss of the LLC will be allocated to the members in proportion to their ownership of the LLC.

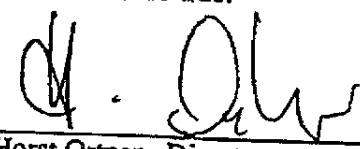
ARTICLE XII: GEOGRAPHICAL AREA OF BUSINESS OPERATIONS:

The business will conduct its operations in the following geographical area:

Miami Beach, Florida

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.


Daniel Rousseau, Director


Horst Ortner, Director

Date: 4/23/01

Date: 4/23/01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 25 PM 1:14

FILED

H 01000044561

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: _____
SOBE REALTY HOLDINGS, L.L.C.,

2. The name and address of the registered agent and office is:

DANIEL ROUSSEAU**715 5TH STREET****MIAMI BEACH, FL 33139**

SIGNATURE

X

TITLE

Registered Agent

DATE

4/23/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL 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.

SIGNATURE

X

Registered Agent

DATE

4/23/01

H 01000044561

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

01 APR 25 PM 1:14

FILED