

CORPORATE
ACCESS,
INC.

L01000007842

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 5/17/01 11:00

CERTIFIED COPY (2 quantity)

USGS

PHOTO COPY

FILING LHC

1.) N.W. 25th Street And 2nd Avenue, LHC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

APPROVED
AND
FILED
01 MAY 17 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
SECRETARY OF STATE
CORPORATION
01 MAY 1 AM 9:33
PLEASE
TO AG OFFICE
OFFICER OF FILING

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-05/17/01--01099--001
*****180.00 *****180.00

900004242659--4
-05/17/01--01099--002
*****10.00 *****10.00

SPECIAL INSTRUCTIONS

5/17/01

ARTICLES OF ORGANIZATION

OF

N.W. 25TH STREET AND 2ND AVENUE, LLC.

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes for the purpose of forming a Limited Liability Company under the laws of the State of Florida do hereby set forth the following:

1. NAME

The name of the Limited Liability Company is:

N.W. 25TH STREET AND 2ND AVENUE, LLC

2. PERIOD OF DURATION

This limited liability shall have perpetual existence.

3. PURPOSE

The purpose is to purchase, own, operate and maintain certain real property located at 2501 N.W. 2nd Avenue, 175 N.W. 25th Street and 167 N.W. 25th Street, Miami, Florida, and to engage in such other business and activities as may be permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in limited liability companies organized and existing by virtue of said laws.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4. ADDRESS OF PLACE OF BUSINESS AND MAILING ADDRESS

The address of the place of business and mailing address in Florida for the Limited Liability Company is 2121 Ponce DeLeon Boulevard, Suite 1100, Coral Gables, Florida 33134.

5. REGISTERED AGENT

The name and address of the initial Registered Agent in Florida for the Limited Liability Company is **SANFORD B. HORWITZ**, 2121 Ponce DeLeon Boulevard, Suite 1100, Coral Gables, Florida 33134.

6. [INTENTIONALLY OMITTED)

7. [INTENTIONALLY OMITTED)

8. ADDITIONAL MEMBERS

This Limited Liability Company may admit additional members subject to approval by vote of a majority of the existing members.

9. CONTINUITY OF BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this Limited Liability Company subject to the approval by unanimous vote of the remaining members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10. MANAGEMENT

The business and affairs of the Limited Liability Company shall be managed and all decisions shall be made by the unanimous vote of the members, each member having one vote for each percentage point (or the appropriate fraction thereof) of "percentage ownership" in the Limited Liability Company. Notwithstanding the same, the execution of any instrument, including deeds, mortgages, leases and other contracts, purporting to be signed on behalf of the Limited Liability Company by any two (2) members shall, as to any third party relying thereon, be conclusively presumed to have been the authorized act of the Limited Liability Company, and shall, for all purposes, bind it. The names, addresses and percentage ownership of the members of the Limited Liability Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
Michael B. Goldstein	2121 Ponce DeLeon Blvd. Suite 1100 Coral Gables, FL 33134	25%
Sanford B. Horwitz	2121 Ponce DeLeon Blvd. Suite 1100 Coral Gables, FL 33134	25%
David L. Lombardi	975 Arthur Godfrey Road Suite 209 Miami Beach, FL 33140	25%

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AND
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CLERK OF DISTRICT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA
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<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
Stephen Horwitz	2999 N.E. 191 Street North Miami Beach, FL	12-1/2%
Todd M. Glaser	975 Arthur Godfrey Road Suite 209 Miami Beach, FL 33140	12-1/2%

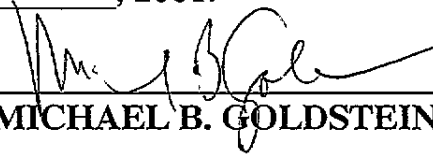
11. REGULATIONS

The regulations of this Limited Liability Company may only be adopted, amended, altered or repealed by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

12. AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

Executed this 15 day of May, 2001.



 MICHAEL B. GOLDSTEIN

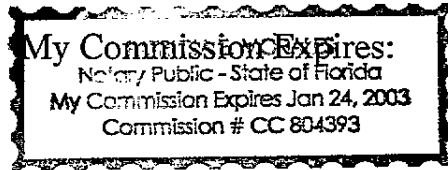
(SEAL)
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 MAY 17 PM 1:39

APPROVED
 AND
 FILED

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15th day of MAY, 2001, by **MICHAEL B. GOLDSTEIN**, member of **N.W. 25TH STREET AND 2ND AVENUE, LLC.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced _____ as identification.

Patricia E. Morales
Notary Public



Executed this 15th day of May, 2001.

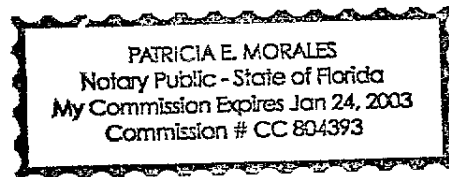
Sanford B. Horwitz (SEAL)
SANFORD B. HORWITZ

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15th day of May, 2001, by **SANFORD B. HORWITZ**, member of **N.W. 25TH STREET AND 2ND AVENUE, LLC.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced _____ as identification.

Patricia E. Morales
Notary Public

My Commission Expires:



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AND
FILED

01 MAY 17 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

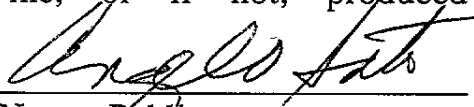
Executed this 10th day of MAY, 2001



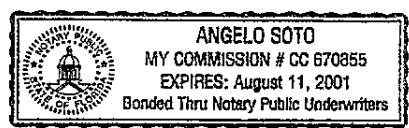
(SEAL)
DAVID L. LOMBARDI

STATE OF FLORIDA
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 10 day of May, 2001, by **DAVID L. LOMBARDI**, member of **N.W. 25TH STREET AND 2ND AVENUE, LLC**, a Florida Limited Liability Company to be formed, who is personally known to me, ~~or if not~~, produced _____ as identification.



Notary Public



My Commission Expires:

Executed this 15 day of May, 2001.

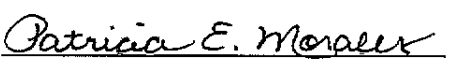


STEPHEN HORWITZ

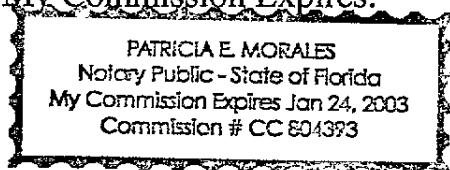
01 MAY 17 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The foregoing instrument was acknowledged before me this 15th day of May, 2001, by **STEPHEN HORWITZ**, member of **N.W. 25TH STREET AND 2ND AVENUE, LLC.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced _____ as identification.



Notary Public
My Commission Expires:



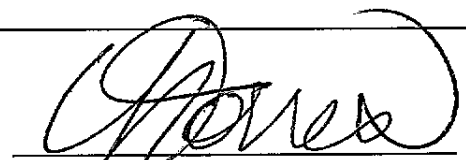
Executed this 11 day of MAY, 2001.


TODD M. GLASER

The foregoing instrument was acknowledged before me this 11 day of MAY, 2001, by TODD M. GLASER, member of N.W. 25TH STREET AND 2ND AVENUE, LLC., a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced _____ as identification.



Yesenia Torres
Commission # CC 800971
Expires FEB. 23, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public
My Commission Expires:

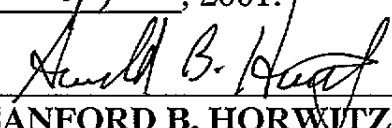
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING been appointed the Registered Agent of N.W. 25TH STREET AND 2ND AVENUE, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as Registered Agent by N.W. 25TH STREET AND 2ND AVENUE, LLC.

Executed this 15 day of May 15, 2001.



SANFORD B. HORWITZ,
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA