

LAW OFFICE OF
ROBERT I. CLAIRE, ESQUIRE, P.A.

L010000010139

SUITE 106
7280 W. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433

ROBERT I. CLAIRE
ATTORNEY AT LAW
CERTIFIED PUBLIC ACCOUNTANT

TELEPHONE (561) 391-5555
FAX (561) 395-5012

June 19, 2001

VIA FEDERAL EXPRESS

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-05/21/01--01089--004
***337.50 ***160.00

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**RE: Articles of Organization/
Boca Properties, L.L.C.**

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Organization for the above referenced corporation.

Also enclosed is a check in the amount of \$337.50 for filing fees as follows for the limited liability company:

Filing Fees	\$ 250.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$ 337.50

Your expediency in returning these filed Articles of Organization is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire
Robert I. Claire, Esq.

RIC/cg
Enclosures/check

L01-10139
QC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 21 PM 2:30

FILED

ROBERT I. CLAIRE, ESQUIRE, P.A.

ARTICLES OF ORGANIZATION

OF

BOCA PROPERTIES, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name, mailing address and principal address of the limited liability company shall be:

**BOCA PROPERTIES, L.L.C.
7280 W. Palmetto Park Road, Suite 106
Boca Raton, FL 33433**

ARTICLE II

DURATION

The duration of the limited liability company is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the limited liability company is organized are as follows:

- A. To provide orderly management and operation of real estate in the state of Florida.
- B. To engage in and transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Act.
- C. To do such other things as are incidental to the purposes of the limited liability company or necessary or desirable in order to accomplish them.

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01 JUN 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

INITIAL MEMBERS

The names and addresses of each initial member is as follows:

Richard M. Bogdanoff	7280 W. Palmetto Park Road, Suite 106 Boca Raton, FL 33433
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Barry S. Stark	7280 W. Palmetto Park Road, Suite 106 Boca Raton, FL 33433
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Remaining members shall have the right the right to continue the business of the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company. Furthermore, the members shall have the right to admit additional members only upon the written consent of all members.

ARTICLE V

INITIAL MANAGERS

Management of the limited liability company is vested in its members. The names and addresses of each initial manager is as follows:

Richard M. Bogdanoff	7280 W. Palmetto Park Road, Suite 106 Boca Raton, FL 33433
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Barry S. Stark	7280 W. Palmetto Park Road, Suite 106 Boca Raton, FL 33433
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TALLAHASSEE, FLORIDA

ARTICLE VI

MEMBERS' CONTRIBUTIONS

The total amount of cash contributed by each initial member is as follows:

Richard M. Bogdanoff	\$105,000.00
Barry S. Stark	\$105,000.00

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

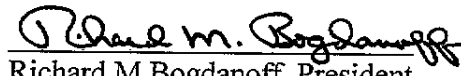
The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Richard M. Bogdanoff.

ARTICLE VIII

AMENDMENT

These Articles of Organization may only be amended by filing a Certificate of Amendment with the Department of State as provided for in the Florida Limited Liability Act.

IN WITNESS WHEREOF, the undersigned has signed these Articles or Organization on the 15th day of June, 2001.


Richard M Bogdanoff, President

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01 JUN 21 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

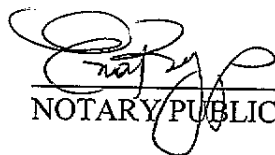
STATE OF FLORIDA

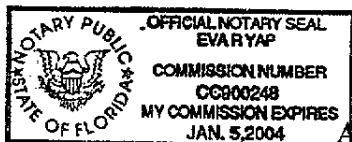
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of June, 2001, by Richard M. Bogdanoff, who is personally known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

Witness my hand and official seal this 15 day of June, 2001.

My commission expires:

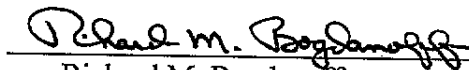

NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of BOCA PROPERTIES, L.L.C. which is contained in the foregoing Articles of Organization.

DATED this 15th day of June, 2001.


Richard M. Bogdanoff
Registered Agent

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01 JUN 21 PM 4:22
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TALLAHASSEE, FLORIDA