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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

SHERWOOD APARTMENTS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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

ARTICLE I - NAME

The name of the Limited Liability Company is:

SHERWOOD APARTMENTS, LLC

ARTICLE II - ADDRESS

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

SHERWOOD APARTMENTS, LLC
c/o Frederick K. Mehlman
J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, NY 10543

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by it's Managing Member, Wiener Sherwood, LLC, a Florida Limited Liability Company. The address of the managing member is:

Wiener Sherwood, LLC
a Florida Limited Liability Company
c/o Frederick K. Mehlman
J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, NY 10543

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Members may admit additional Members upon majority consent of all The Members.

ARTICLE VI - ADDITIONAL MEMBERS

The names and addresses of additional Members are as follows:

WIENER FAMILY PARTNERSHIP,
a New York general partnership,
c/o J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, N.Y. 10543

Frederick Mehlman
c/o J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, N.Y. 10543

Marc Samplin
c/o J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, N.Y. 10543

Sue Randolph
c/o J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, N.Y. 10543

Terry Simone
c/o J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, N.Y. 10543

ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsions, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.


ROSS H. MANELLA

Authorized Representative of Members

(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)

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name of the Limited Liability Company is:

SHERWOOD APARTMENTS, LLC

2. The name and the Florida street address of the Registered Agent are:

**Ross H. Manella, Esq.
Ross H. Manella, P.A.
2237 N. Commerce Parkway
Suite 3
Weston, Florida 33326**

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Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the 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.

Dated this 6 day of July, 2001


ROSS H. MANELLA, ESQ.,
Registered Agent

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