

L0100001643Z

LAW OFFICES  
BECKER & POLIAKOFF, P.A.

5201 Blue Lagoon Drive, Suite 100  
Miami, Florida 33126

Phone: (305) 262-4433 Fax: (305) 262-4504  
FL Toll Free (800) 533-4874  
Internet: www.becker-poliakoff.com  
Email: bp@becker-poliakoff.com

300004604173--4  
-09/21/01--01054--007  
\*\*\*\*155.00 \*\*\*\*155.00

**Florida Offices**

Administrative Office  
3111 Stirling Road  
Ft. Lauderdale, FL 33312  
Toll Free: (800) 432-7712

Boca Raton\*

Clearwater

Ft. Myers

Ft. Walton Beach

Hollywood

Melbourne\*

Miami

Naples

Orlando

Port Charlotte\*

St. Petersburg

Sarasota

Tallahassee

Tampa

West Palm Beach

\* available for consultation  
by appointment only

**International Offices**

Beijing,  
People's Republic  
of China

Prague,  
Czech Republic

Bern, Switzerland\*

Reply To:  
Miami

Maximilian J. Schenk,  
M.P.A., J.D., LL.M.

Direct Dial: (305) 260-1017  
mschenk@becker-poliakoff.com

September 19, 2001

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
Attn: Limited Liability Company Section

RE: **Prime Commercial Development, L.L.C.**  
**Articles of Organization**  
Our File No.: G22651/76221

Dear Sir or Madam:

L017643Z

Transmitted herewith are the Articles of Organization for the above-referenced Company, along with an additional copy of said Articles, for filing with the Division of Corporations.

Upon filing, please provide the undersigned with a certified copy as well as a filing receipt. The appropriate fee in the amount of \$155.00 is enclosed herewith as well.

Please contact the undersigned if you have any questions.

Sincerely yours,



Maximilian J. Schenk  
FOR THE FIRM

MJS/do

Enclosures  
296532\_1.DOC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 SEP 21 PM 2:50

LR9/25

4p

**ARTICLES OF ORGANIZATION  
OF  
PRIME COMMERCIAL DEVELOPMENT, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of this limited liability company (the "Company") shall be **Prime Commercial Development, L.L.C.**

**ARTICLE II - DURATION**

This limited liability company shall have perpetual existence unless sooner dissolved as provided by law or in the operating agreement of this company.

**ARTICLE III - PURPOSE**

The limited liability company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV - INITIAL PLACE OF BUSINESS**

The initial principal place of business of the Company shall be 5201 Blue Lagoon Drive, Suite 100, Florida 33126 and the mailing address of the Company is 5201 Blue Lagoon Drive, Suite 100, Florida 33126.

**ARTICLE V - REGISTERED OFFICE  
AND REGISTERED AGENT**

The registered office of the Company shall be 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be ALEXANDER REUS, ESQ.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted upon the approval of a majority of the Membership, upon the written application of such new member and in the manner set forth in the Regulations of the Company.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 SEP 21 PM 2:50

## ARTICLE VII - INITIAL MEMBERS

The names and addresses of the initial members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>DIETER GENHOFFER</b> (Managing Member)	c/o Becker & Poliakoff, P.A. 5201 Blue Lagoon Drive, Suite 100 Florida, 33126

## ARTICLE VIII - MANAGEMENT OF BUSINESS

The business of the Company shall be managed by the following managing members:

<u>NAME</u>	<u>ADDRESS</u>
<b>DIETER GENHOFFER</b> (Managing Member)	c/o Becker & Poliakoff, P.A. 5201 Blue Lagoon Drive, Suite 100 Florida, 33126

## ARTICLE IX -

### WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

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, the Company shall be dissolved unless a majority of the Membership Interests, consent to continue the business of the Company, or by amendment to these Articles of Organization provision for the continued existence of the Company subsequent to the foregoing events.

## ARTICLE X - REGULATIONS

At the time of executing these Articles of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the regulations shall be vested in the members of this Company.

## ARTICLE XI - AMENDMENTS

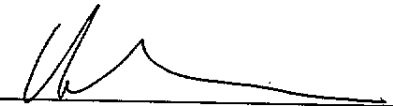
These articles may be amended from time to time by consent of the majority of the Membership Interests, and the Amendment shall be filed, duly signed by a majority of the Membership Interests of the Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 18<sup>th</sup> day of September, 2001.

  
\_\_\_\_\_  
DIETER GENHOFER  
Managing Member

**REGISTERED AGENT ACCEPTANCE**

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, **Prime Commercial Development, L.L.C.**, as stated in the Articles of Organization.

  
\_\_\_\_\_  
ALEXANDER REUS, ESQ.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 SEP 21 PM 2:51