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From=DREIER, BARITZ COLMAN

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From:

Account Name : DREIER, BARITZ AND COLMAN
Account Number : I20000000130
Phone : (561)750-0910
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AL

LIMITED LIABILITY COMPANY

GOODSTEIN DEVELOPMENT FLORIDA, L.L.C.

FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
GOODSTEIN DEVELOPMENT FLORIDA, L.L.C.**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **GOODSTEIN DEVELOPMENT FLORIDA, L.L.C. (the "Company")**.

**ARTICLE II
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 18305 Biscayne Boulevard, Suite 400, Aventura, FL 33160.

**ARTICLE III
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Nancy B. Colman, Esq., Dreier Baritz & Colman, 150 East Palmetto Park Road, Suite 750, Boca Raton, FL 33432

**ARTICLE IV
DURATION**

This Company shall have perpetual, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Operating Agreement adopted by the members.

**ARTICLE V
MANAGEMENT**

The Company will be managed by members in accordance with the Company's Operating Agreement. The name and address of the managing members is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven Goodstein	212 East 47 th Street Third Floor New York, NY 10017

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TALLAHASSEE, FLORIDA

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Mordechay Shahak

18305 Biscayne Blvd.
Suite 400
Aventura, FL 33160

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ARTICLE VI

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit or not admit new members as more particularly set forth in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement.

ARTICLE VII

MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

Executed by the undersigned member(s) at Dade County, FL, Florida on the 9th day of November, 2001.
Miami

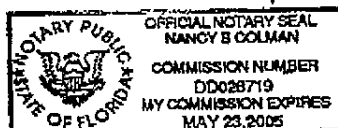
GOODSTEIN DEVELOPMENT FLORIDA, L.L.C.

By: [Signature]
Mordechay Shahak, Manager

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 9th day of November, 2001, by Mordechay Shahak. He ☒ is personally known to me or ☐ has produced as identification.

NOTARY SEAL



[Signature]
Notary Public
My commission expires:

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **GOODSTEIN DEVELOPMENT
FLORIDA, L.L.C..**

The name of the initial registered agent of the limited liability company is Nancy
Colman, Esq., Dreier Baritz & Colman, 150 East Palmetto Park Road, Suite 750, Boca
Raton, FL 33432.

REGISTERED AGENT ACCEPTANCE

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 that 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.

Nancy B. Colman, Esq.
Dreier Baritz & Colman

By 

Date: November 9, 2001

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