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LIMITED LIABILITY COMPANY

DORAL DISTRIBUTION CENTER, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF DORAL DISTRIBUTION CENTER, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

1. The name of the limited liability company (the "Company") is: **DORAL DISTRIBUTION CENTER, L.L.C.**

2. The mailing address and the street address of the initial principal office of the Company is 10400 NW 33 St., Suite 230, Miami, FL 33172.

3. The period of duration for the Company shall be perpetual.

4. The Company is to be managed by its Managing Member, and the name and address of the initial members are:

MANAGING MEMBER: Kamopami, Incorporated, a Florida corporation, with address at 10400 NW 33 St., #230, Miami, FL 33172

MEMBER: Windbreak (Fla) Corp., a Florida corporation, with address at 10400 NW 33 St., #230, Miami, FL 33172.

5. The members, acting only by the written consent of the majority-in-interest of the members, shall have the right to admit additional members, subject to all of the terms and conditions of these Articles and of the Operating Agreement of the Company.

6. The purpose of the Company is limited solely to (i) owning, holding, selling, leasing, transferring, exchanging, operating and managing the real property located at 10400 NW 33 St., Miami, FL 33172, and more particularly described as Tract "B", DORAL WEST PARK, according to the Plat thereof, as recorded in Plat Book 150, at Page 3, of the Public Records of Miami-Dade County, Florida (the "Property"), (ii) obtain a loan (the "First Mortgage Loan") from UBS Warburg Real Estate Investments Inc., a Delaware corporation (the "Lender") which First Mortgage Loan shall be secured by a first priority mortgage upon the Property (the "Mortgage"), and (iii) transacting any and all lawful business that is incident, necessary and appropriate to accomplish the foregoing.

7. Notwithstanding any other provision of these Articles to the contrary, so long as the First Mortgage Loan is outstanding, the Company may not do any of the following:

PREPARED BY:
ARNOLD PERLSTEIN, ESQ.
FLORIDA BAR NO. 270911
4801 S. UNIV. DR. 2ND FLOOR
DAVIE, FL 33328
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(a) engage in any business or activity other than those set forth in Paragraph 6, above, of these Articles; or

(b) incur any indebtedness or assume or guaranty any indebtedness other than the First Mortgage Loan and unsecured trade debt incurred in the ordinary course of business which is payable within thirty (30) days of when incurred, provided that the total outstanding amount of such trade debt does not exceed any maximum amount provided in the Mortgage at any one time.

8. Notwithstanding any other provision of these Articles to the contrary, so long as the First Mortgage Loan is outstanding, the Company may not do any of the following:

(a) dissolve or liquidate, in whole or in part;

(b) consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any person or entity;

(c) amend or cause to be amended these Articles with respect to changing the sole purpose of the Company or the separateness covenants contained in Paragraph 6 hereof, above; or

(d) take any action that might cause the Company to become insolvent.

9. Notwithstanding any other provision of these Articles to the contrary, the Company shall:

(a) maintain books and records separate from any other person or entity;

(b) maintain its bank accounts separate from any other person or entity;

(c) not commingle its funds and other assets with those of any other person or entity and hold all of its assets in its own name;

(d) file its own tax returns;

(e) maintain its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any affiliate or any other person or entity;

(f) not do any act which would make it impossible to carry on its ordinary business;

(g) conduct its own business in its own name;

(h) maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;

(i) pay its own liabilities and expenses only out of its own funds;

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- (j) as appropriate for the organizational structure of the Company, observe all company and other organizational formalities;
- (k) maintain an office through which its business will be conducted separate and apart from those of its affiliates and maintain an arm's length relationship with its affiliates and enter into transactions with affiliates only on a commercially reasonable basis;
- (l) pay the salaries of its own employees from its own funds;
- (m) maintain a sufficient number of employees in light of its contemplated business operations;
- (n) not guarantee or become obligated for the debts of any other entity or person;
- (o) not hold out its credit as being available to satisfy the obligations of any other person or entity;
- (p) not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- (q) not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
- (r) allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;
- (s) use separate stationery, invoices and checks bearing its own name;
- (t) not pledge its assets for the benefit of any other person or entity;
- (u) hold itself out as a separate entity;
- (v) correct any known misunderstanding regarding its separate identity;
- (w) not identify itself as a division or part of any other person or entity;
- (x) maintain adequate capital in light of its contemplated business operations;
- (y) be and remain solvent and pay its debt from its assets as the same shall become due;
- (z) conduct and operate its business as presently conducted and operated;
- (aa) not acquire by purchase or otherwise all or substantially all of the business or assets of, or any stock or other evidence of beneficial ownership of, any entity; and
- (bb) not hold title to the Company's assets other than in the Company's name.

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10. The remaining members of the Company shall have the right to continue the business 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 Company, but only upon the terms and conditions of the Operating Agreement as it exists at that time.

11. The name and address of the original Registered Agent and Office are:

ARNOLD PERLSTEIN, ESQ.
4801 S. University Drive, 2nd fl.
Davie, FL 33328

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IN WITNESS WHEREOF, the undersigned Members have hereunto set their hands and seals on December 5, 2001. 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.

KAMOPAM, INCORPORATED
Managing Member


MIGUEL MILOSLAVIC, President

WINDBREAK (FLA) CORP.,
Member


Ricardo Palacios, V.P. & Secretary

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

ARNOLD PERLSTEIN, ESQ., the individual residing in this state, having a business office identical with the registered office of the organization named below, and having been designated as the registered agent in the above and foregoing Articles of Organization of DORAL DISTRIBUTION CENTER, L.L.C., and to accept service of process for the above limited liability company, hereby accepts said appointment as Registered Agent and agrees to act in such capacity. The undersigned is familiar with and accepts the obligations of the position of Registered Agent in Chapter 608, Florida Statutes, and agrees to comply with all the provisions of all statutes relating to the proper performance of his duties.

Dated this 5th day of December, 2001.


ARNOLD PERLSTEIN, ESQ.

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