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Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

SECRETARY OF STATE  
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LIMITED LIABILITY COMPANY

harley LLC.

Certificate of Status	0
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ARTICLES OF ORGANIZATION  
OF  
HARLEV L.L.C.

THE UNDERSIGNED, on behalf of the initial members of Harlev L.L.C., a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of the Company is: Harlev L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of the Company is:

25350 U.S. Highway 19 North  
Clearwater, Florida 34623

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

25350 U.S. Highway 19 North  
Clearwater, Florida 34623

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ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Marc Birnbaum, P.A.  
1031 Ives Dairy Road  
Suite 228  
Miami, Florida 33179

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

#### ARTICLE VIII. DISSOLUTION OF 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 Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company. Notwithstanding the foregoing, as long as the Mortgage and Note referred to in Article XIII below remains unpaid and outstanding the Company may not be dissolved.

#### ARTICLE IX. MANAGERS

The Company shall be managed by 1 or more managers who may be but are not required to be members of the Company. The names and addresses of the initial managers are set forth below.

Sam Herzberg  
25350 U.S. Highway 19 North  
Clearwater, Florida 34623

#### ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his, her or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

#### ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the

Company.

#### ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

#### ARTICLE XIII. PURPOSE

The sole purpose of the Company is to purchase an interest in an apartment complex in Fort Myers, Florida known as the River Bend Apartments. Said Property is currently encumbered by a mortgage in favor of the Federal National Mortgage Association recorded in Official Records Book 2716, Page 3291, of the Public Records of Lee County, Florida. So long as said Mortgage and the Note secured thereby remains unpaid and unsatisfied the sole business purpose of the Company shall be ownership and operation of the Property.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 12 day of March, 2002.

  
\_\_\_\_\_  
Marc Birnbaum



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CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT  
UPON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

The following is submitted pursuant to Section 608.415 and 608.507 of the Florida Limited  
Liability Company Act:

Having been appointed as registered agent of Harlev L.L.C., a  
Florida limited liability company in its Articles of Organization, at  
the place designated in such Articles of Organization, the undersigned  
hereby agrees to act in this capacity and affirms that it is familiar  
with, and accepts, the obligations of such position.

Dated: 3/14/02

By: M. B. L.  
Marc Birnbaum, P.A.

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