

L020000006557

Duane C. Romanello, P.A.
Attorneys at law
1919-8 Blanding Blvd.
Jacksonville, FL 32210

FILED
2002 MAR 15 PM 1:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

904-384-1441

Fax 904-384-4868
droman@alltel.net

March 14, 2002

000005110540--1
-03/15/02--01041--001
***160.00 ***160.00

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **THE SOLTUDLER OPERATING GROUP, LLC**

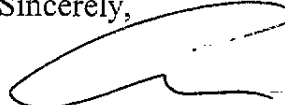
To whom it may concern:

Please find enclosed an **original and one copy** of Articles of Organization of
THE SOLTUDLER OPERATING GROUP, LLC and a check in the amount of
\$160.00 for filing fees.

Please file the original of the enclosed Articles of Incorporation and return a
certified copy and a certificate of status to me for our records.

If you have any questions please do not hesitate to contact me.

Sincerely,



Duane Romanello

DCR/jk
Enclosure

J. BRYAN MAR 20 2002

Articles of Organization For Florida Limited Liability Company

Article I – Name:

The name of the Limited Liability Company is:

The Soltudler Operating Group, Limited Liability Company.

Article II – Address:

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

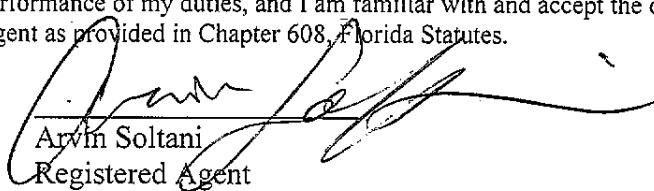
116 San Marco Avenue
St. Augustine, FL 32084

Article III – Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida Street Address of the Registered Agent are:

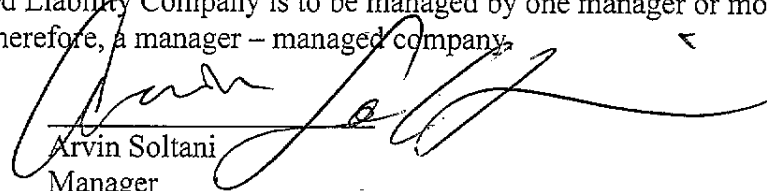
Arvin Soltani
116 San Marco Avenue
St. Augustine, FL 32084

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 as provided in Chapter 608, Florida Statutes.


Arvin Soltani
Registered Agent

Article IV – Management

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager – managed company.


Arvin Soltani
Manager

Article V – Special Purpose

- a. The purpose for which this Company is organized is limited solely to (A) being the special purpose member of the Soltudler, LLC (B) acting as, and

FILED
2002 MAR 15 PM 1:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

exercising all of the authority of, the Special Purpose member of the Soltudler, LLC, and (C) transacting any and all lawful business for which an LLC may be organized under Florida law that is incident, necessary and appropriate to accomplish the foregoing.

b. This Company is prohibited from incurring indebtedness, except as it is liable for the Soltudler, LLC's indebtedness in its capacity as Special Purpose member of the Soltudler, LLC.

c. This Company is prohibited from engaging in any dissolution, liquidation, consolidation, merger or sale of assets for so long as the loan identified in the note and mortgage assumption agreement ("the Loan") between Soltudler LLC and LaSalle National Bank, a national banking association, formerly known as LaSalle National Bank, as Trustee for GS Mortgage Securities Corporation II, Commercial Mortgage Pass-Through Certificates, Series 1999-C1 ("Lender") is outstanding, and from causing Soltudler LLC to do any of the foregoing for as long as the Loan is outstanding.

d. The Company's ability to enter into transactions with affiliates is limited to transactions on an arm's length basis and on commercially reasonable terms.

e. No transfer of any direct or indirect ownership interest in the Corporation may be made unless such transfer is consented to by Lender if such consent is required by the documents evidencing or securing the Loan (collectively, the "Loan Documents"). Lender may condition its consent upon the delivery of an acceptable non-consolidation opinion to the holder of the Loan and to any applicable rating agency concerning, as applicable, the Corporation, the new transferee and/or their respective owners.

f. The Company is required to continue serving in the capacity of a managing member of Soltudler LLC, so long as the Loan is outstanding.

g. The Company is required on its own behalf, and covenants to cause the Soltudler LLC:

i.. To maintain books and records separate from any other person or entity;

ii. To maintain its bank accounts separate from any other person or entity;

iii Not to commingle its assets with those of any other person or entity and to hold all of its assts in its own name;

iv. To conduct its own business in its own name;

FILED
2002 MAR 15 PM 1:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- v. To maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity;
- vi. To pay its own liabilities and expenses only out of its own funds;
- vii. As appropriate for the organizational structure of this Company and Soltudler LLC, to observe all limited liability company and other organizational formalities;
- viii. To maintain an arm's length relationship with its affiliates and to enter into transactions with affiliates only on a commercially reasonable basis;
- ix. To pay the salaries of its own employees from its own funds;
- x. To maintain a sufficient number of employees in light of its contemplated business operations;
- xi. Not to guarantee or become obligated for the debts of any other entity or person;
- xii. Not to hold out its credit as being available to satisfy the obligations of any other person or entity;
- xiii. Not to acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate;
- xiv. Not to make loans to any other person or entity or to buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment-grade securities);
- xv. To 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;
- xvi. To use separate stationery, invoices, and checks bearing its own name;
- xvii. Not to pledge its assets for the benefit of any other person or entity;
- xviii. To hold itself out as a separate identity;
- xix. To correct any known misunderstandings regarding its separate identity;
- xx. Not to identify itself as a division of any other person or entity and

FILED
2002 MAR 15 PM 1:30
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

xxi. To maintain adequate capital in light of its contemplated business operations.

VI - Indemnification

Notwithstanding anything contained in this or any other organizational document to the contrary, any obligation which this Company may owe to any of its officers, directors, partners, members, shareholders or affiliates (collectively, "Interested Parties"), whether characterized as a salary, fee or indemnification, shall not constitute a claim against the Company until, and shall be subject to and fully subordinate to, the prior payment in full of the Loan, provided however, so long as no Default or Event of Default exists under the Loan Documents to the extent this Company has cash flow or other available liquid assets (exclusive of any of reserve accounts to be maintained under the Loan Documents) in excess of the amount necessary to make current payments of principal and interest due under the Loan Documents, this Company may pay when due (without any acceleration caused by Company) the scheduled obligations due to the Interested Parties of this Company.

VII - Members:

The unanimous consent of all of the Members (including the consent of the Managing Member) is required for the Company to, and for the Company to cause the Soltudler LLC to:

- a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek relief under the laws relating to the relief from debts or the protection of debtors generally;
- b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the Corporation or the Company or a substantial portion of either of their properties;
- c. Make any assignment for the benefit of the creditors of the Corporation or the Company; or
- d. Take any action in furtherance of any of the foregoing.
- e. The Initial Members of the corporation and their agreed ownership percentages are as follows:

Member Name

Ownership %

Arvin Soltani

25

FILED
2002 MAR 15 PM 1:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Izabella Udler

25%

Ali A Soltani

25%

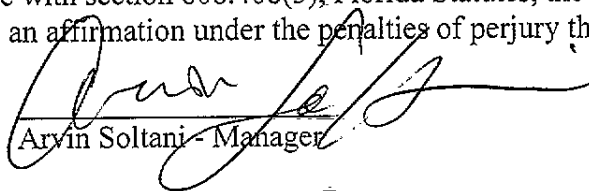
Mahin D Soltani

25%

VIII- Amendments:

Lender prohibits the Company from amending these articles without approval. Lender may condition its approval on obtaining, at Company's cost and expense, a confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating.

(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.)


Arvin Soltani - Manager

FILED
2002 MAR 15 PM 1:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA