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JOEL A. SAVITT

PROFESSIONAL ASSOCIATION

SUITE 506 • 20801 BISCAYNE BOULEVARD

AVENTURA, FLORIDA 33180-1430

MJH

JOEL A. SAVITT

OF COUNSEL
SUSAN L. ALSPECTOR
ALAN B. GEST

remove "Organizers"

TELEPHONE (305) 936-8844

FAX (305) 936-1804

00789-00623-00524-00671

March 12, 2002

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W02-7642

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****155.00 ****155.00

Registration Section
Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: ZBG Mortgage, L.L.C.
Our File No. 01-216

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Organization for "ZBG Mortgage, L.L.C.", a limited liability company. Also enclosed find a check in the amount of \$155.00 payable to the Florida Department of State. This check represents payment of the following:

1. \$100.00 Filing Fee for Articles of Organization.
2. \$25.00 Designation of Registered Agent.
3. \$30.00 Certified Copy.

Very truly yours,

JOEL A. SAVITT
JAS/em

Enclosures as stated

02 MAR 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 19, 2002

JOEL A. SAVITT
20801 BISCAYNE BOULEVARD, SUITE 506
AVENTURA, FL 33180-1430

SUBJECT: ZBG MORTGAGE, L.L.C.
Ref. Number: W02000007642

We have received your document for ZBG MORTGAGE, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

You must remove the term "organizer" from the document and replace it with "member" or "authorized representative".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 002A00016464

ARTICLES OF ORGANIZATION

of

ZBG MORTGAGE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be ZBG Mortgage, L.L.C. ("company")

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is:

1260 Pelican Lane
Hollywood, Florida 33019

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are Beth Geduld, 1260 Pelican Lane, Hollywood, Florida 33019.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property the sum of \$1,000.00.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by a manager and the name and address of the manager who is to serve as manager until the first annual meeting of members or until his successor is elected and qualifies is:

NAME	ADDRESS
Beth Geduld	1260 Pelican Lane Hollywood, Florida 33019

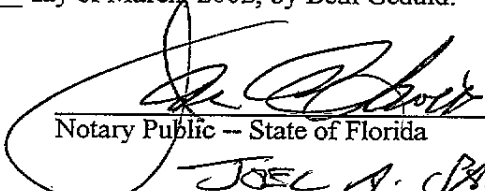
IN WITNESS WHEREOF, the undersigned members have made and subscribed these articles of organization at Aventura, Florida, on this 11 day of March, 2002.



BETH GEDULD
Member

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to and subscribed before me this 11th day of March, 2002, by Beth Geduld.



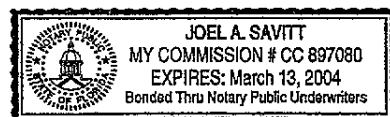
Notary Public -- State of Florida

JOEL A. SAVITT
Print Name of Notary Public

Personally Known ☒ OR Produced Identification _____

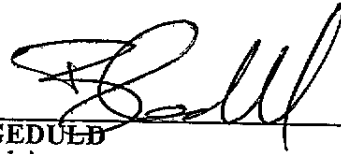
Type of Identification Produced _____

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of ZBG Mortgage, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

A handwritten signature in black ink, appearing to read 'Beth Geduld', written over a horizontal line.

BETH GEDULD
Registered Agent