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May 6, 2002

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 MAY -8 PM 3:30

FILED

Re: Dissolution of Tochner & Tochner Co.;
Formation of Tochner & Realty Associates, LLC; and
Formation of Tochner & Tochner, LLC

Dear Sir or Madam:

Enclosed please find Articles of Dissolution for Tochner & Tochner Co. together with a check in the amount of \$35.00. Please process this immediately as we are simultaneously forming Tochner & Tochner, LLC. In that regard, please find Articles of Organization of Tochner & Tochner, LLC together with a check in the amount of \$125.00.

Finally, enclosed are Articles of Organization of Tochner Realty Associates, LLC together with a separate check in the amount of \$125.00 as a filing fee for that entity.

I am enclosing copies of all of the above so that you can send me conformed copies of each of the Articles, after they have been acting upon by your office.

Sincerely yours,

Martin V. Katz

MVK:tac

**ARTICLES OF ORGANIZATION
OF
TOCHNER REALTY ASSOCIATES, LLC**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is TOCHNER REALTY ASSOCIATES, LLC ("Company").

ARTICLE II

This limited liability company shall have the perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated by law.

ARTICLE III

The mailing address and street address of the principal place of business of the Company is One North Clematis Street, Suite 400, West Palm Beach, FL 33401. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this Company is Paul Michael Tochner, One North Clematis Street, Suite 400, West Palm Beach, FL 33401.

ARTICLE V

The management of this Company shall be vested in two managing members who are Paul Michael Tochner and Max Tochner, whose address is One North Clematis Street, Suite 400, West Palm Beach, FL 33401.

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TALLAHASSEE, FLORIDA

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ARTICLE VI

Additional members may be admitted to this Company upon such terms and conditions as may be established in the Company's operating agreement.

ARTICLE VII

The business of this Company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this Company, unless a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety days of the occurrence of any event which would otherwise terminate the existence of this Company.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 6 day of May, 2002.

MEMBER

Paul Michael Tochner

PAUL MICHAEL TOCHNER

MEMBER

Max Tochner

MAX TOCHNER

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6 day of May, 2002, by Paul Michael Tochner and Max Tochner, who are personally known to me, OR has produced _____ as identification.



[Signature]
Notary Name: _____
Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I am familiar with and hereby acknowledge and accept the obligations of the Registered Agent for Tochner Realty Associates.



Paul Michael Tochner
Registered Agent

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