

# L02000014100

Florida Department of State  
Division of Corporations  
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From: Account Name : THE CENTER FOR PROFESSIONAL LEGAL SERVICES  
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## LIMITED LIABILITY COMPANY

American Real Estate Limited Company

Name Availability	
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Articles of Organization  
of  
AMERICAN REAL ESTATE LIMITED COMPANY

ARTICLE I

Name and Duration

The name of this Limited Liability Company is AMERICAN REAL ESTATE LIMITED COMPANY (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 5141 Brighmour Court, Orlando, Florida 32837, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 5141 Brighmour Court, Orlando, Florida 32837. The name of the registered agent at such address is Jose Morena.

ARTICLE IV

Purpose; Character of the Business

The purpose and business of the Company is to engage in the Business (hereunder defined) and to engage in any other lawful business or activity permitted by the Florida Limited Liability Company Act, as amended from time to time. The "Business" of the Company shall include, but not be limited to, the following:

(a) acquiring real property, directly or indirectly, together with such rights and easements as a majority in interest of the Members deem necessary or desirable;

(b) obtaining financing and/or equity funds in order to acquire, develop and operate any real property acquired or owned, directly or indirectly, by the Company in accordance with the Operating Agreement or other governing instrument;

(c) selling, leasing, subleasing, exchanging or otherwise disposing of, or refinancing or additionally financing, all or any portion of the Company's interest in any real or personal property

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acquired or owned, directly or indirectly, by the Company in accordance with the terms and conditions set forth in the Operating Agreement or other governing instrument; and

(d) performing all of its obligations under all agreements to which the Company is a party.

The Company shall not engage in any other business except as provided in the Operating Agreement or other governing instrument.

#### ARTICLE V

##### Initial Members

The names and addresses of the initial member of the Company (the "Member") is:

Jose Morena  
5141 Brighmour Court  
Orlando, Florida 32837

#### ARTICLE VI

##### Management By Members

The management of the Company shall be reserved to the Member(s) unless otherwise provided in the Operating Agreement or other governing instrument. Jose Morena, named as an initial member, shall serve as the initial managing member until the first annual meeting of the Member(s). The Member(s) may elect, by a majority in interest of the Member(s), additional managing members of the Company to conduct the business affairs of the Company, all in accordance with the Operating Agreement.

#### ARTICLE VII

##### Admission of Additional Members

Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

#### ARTICLE VIII

##### Operating Agreement

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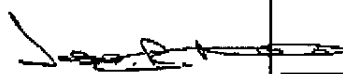
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The power to adopt, alter, amend or repeal the Operating Agreement or other governing instrument of the Company is vested in the Members as provided in the Operating Agreement or other governing instrument of the Company.

**ARTICLE LX**Continuation of Business

The remaining Members of the Company shall have the right to continue the business 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 the Company. The business of the Company may be continued only on the unanimous consent of the remaining Members.

DATED as of the 5<sup>th</sup> day of June, 2002.

  
Jose Morena, Member

STATE OF FLORIDA       )  
COUNTY OF ORANGE    ) ss:

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of June, 2002, by Jose Morena, a Members of the Company. He is personally known to me.



Teoluck Perad  
My Commission CC833334  
Expires June 19, 2003

(NOTARY SEAL)

(Notary Name Printed)  
NOTARY PUBLIC

Commission No. \_\_\_\_\_

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My Commission CC833334  
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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

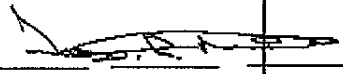
Pursuant to the provisions of Florida Statute Section 608.415, the below named limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is AMERICAN REAL ESTATE LIMITED COMPANY.

2. The name and address of the registered agent and office is: Jose Morcna, 41 Brighmour Court, Orlando, Florida 32837.

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, the undersigned hereby 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 its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: June 5<sup>th</sup>, 2002.

  
Jose Morcna

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