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ACCOUNT NO. : 072100000032

REFERENCE : 664685 83086A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 160.00

ORDER DATE : July 16, 2002

ORDER TIME : 11:18 AM

ORDER NO. : 664685-005

CUSTOMER NO: 83086A

CUSTOMER: Olga L. Martinez, Paralegal
Palmer Palmer & Mangiero, P.a.

Falls Professional Center
12790 South Dixie Highway
Miami, FL 33156

RECEIVED
02 JUL 16 PM 11:39

DOMESTIC FILING

NAME: SOUTHAIRE, LLC

EFFECTIVE DATE:

100006447981--8

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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02 JUL 16 PM 1:29
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SOUTHAIRE, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I
NAME

The name of this Limited Liability Company shall be **SOUTHAIRE, LLC.**

ARTICLE II
DURATION

This Limited Liability Company shall exist for not more than thirty (30) years from the filing date of these Articles with the Office of the Secretary of State.

ARTICLE III
PURPOSE

This Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida, including, without limitation, the purchase, mortgaging, conveyance and sale of real property for investment purposes.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 12790 South Dixie Highway, Miami, Florida 33156 provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name of the original registered agent of this Limited Liability

Company is Paul Palmer, whose address is 12790 South Dixie Highway, Miami, Florida 33156.

ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of not less than One Hundred Twenty Six Thousand Dollars (\$126,000.00) contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made as of the date hereof, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

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02 JUL 16 PM 3:29
TALLAHASSEE, FLORIDA

ARTICLE VII
MEMBERS AND MANAGEMENT OF BUSINESS

The name and address of the members of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Nelson J. Hendrikse, Trustee of the Nelson J. Hendrikse P.A. Pension Plan	13300 SW 128 Street, Suite E-1 Miami, Florida 33186
Nelson J. Hendrikse, Individually	13300 SW 128 Street, Suite E-1 Miami, Florida 33186
Michael Hendrikse	13300 SW 128 Street, Suite E-1 Miami, Florida 33186
Palmers Ventures, Inc., a Florida corporation	12790 South Dixie Highway Miami, Florida 33156

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The Members hereby designate Paul Palmer as the Special Manager authorized to execute any and all documents on behalf of the Limited Liability Company, including, without limitation, acquisition documents, financing and loan documents, conveyance documents and such other documents necessary and required in connection with the purchase, encumbrance and conveyance of real property acquired or to be acquired by the Limited Liability Company.

ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY
OR EXPULSION

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, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.

**ARTICLE IX
AMENDMENTS**

These Articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being of the initial members have executed these Articles of Organization on this ____ day of July, 2002.

WITNESSES:

T. B. Aranz
Print: T. B. Aranz

Nelson J. Hendrikse
Print: Nelson J. Hendrikse,
Trustee of the Nelson J.
Hendrikse P.A. Pension Plan

Erica Hernandez
Print: Erica Hernandez

Nelson J. Hendrikse
Print: Nelson J. Hendrikse

Colleen Dawson
Print: Colleen Dawson

Michael Hendrikse
Print: Michael Hendrikse

Maria T. Estrada
Print: MARIA T. ESTRADA

Paul Palmer
Print: Paul Palmer, President

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15th day of July, 2002, by Nelson J. Hendrikse, Trustee of the Nelson J. Hendrikse P.A. Pension Plan, who is personally known to me or who has produced a drivers license as identification and who did take an oath.

Olga Lidia Martinez
Notary Public, State of Florida
My Commission Expires:

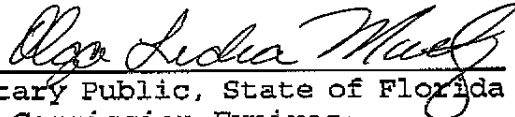
-4-



Olga Lidia Martinez
MY COMMISSION # CC735806 EXPIRES
August 5, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15th day of July, 2002, by Nelson J. Hendrikse, who is personally known to me or who has produced a drivers license as identification and who did take an oath.


Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)



Olga Lidia Martinez
MY COMMISSION # CC735806 EXPIRES
August 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this 15th day of July, 2002, by Michael Hendrikse, who is personally known to me or who has produced a drivers license as identification and who did take an oath.



Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)



Olga Lidia Martinez
MY COMMISSION # CC735806 EXPIRES
August 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this 15th day of July, 2002, by Paul Palmer, as President of Palmers Ventures, Inc., a Florida corporation, who is personally known to me or who has produced a drivers license as identification and who did take an oath.


Notary Public, State of Florida
My Commission Expires:



Olga Lidia Martinez
MY COMMISSION # CC735806 EXPIRES
August 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

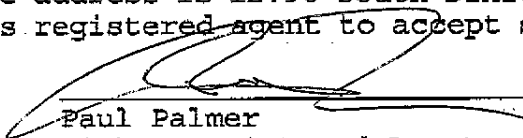


Olga Lidia Martinez
MY COMMISSION # CC735806 EXPIRES
August 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


FILED
02 JUL 16 PM 1:30
TALLAHASSEE, FLORIDA

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

That Southaire, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 12790 S. Dixie Highway, Miami, Florida 33156, State of Florida, has named Paul Palmer, whose address is 12790 South Dixie Highway, Miami, Florida 33156, as its registered agent to accept service of process within Florida.


Paul Palmer
Title: Registered Agent

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Paul Palmer

Date: July 15, 2002

S:\WORK\PAUL\SOUTHAIRE LLC ARTICLES

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02 JUL 16 PM 1:30
SECTION 1201.4
TALLAHASSEE, FLORIDA