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LIMITED LIABILITY COMPANY

ALLAPATTAH APARTMENTS, LLC.

Certificate of Status	0
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AND
FILED
02 OCT 29 AM 8:11
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 29, 2002

LAZARUS

SUBJECT: ALLAPATTAH APARTMENTS, LLC
REF: W02000031044

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles are signed by an incorporator. Limited liability companies do not have incorporators. Please change the title to member or authorized representative.

The registered agent acceptance is referring to the entity as a corporation and so is Article VIII. Please correct the document.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

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

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**ARTICLES OF ORGANIZATION
OF
ALLAPATTAH APARTMENTS, LLC, a Florida limited liability company**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Florida profit limited liability company adopts the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is **ALLAPATTAH APARTMENTS, LLC.**

ARTICLE II.

The period of existence of the limited liability company shall be perpetual, commencing on the date the original Articles were filed.

ARTICLE III.

The mailing address and street address of the principal office of this limited liability company are:

Street Address

168 SE 1st Street
Suite 803
Miami, Florida 33131

Mailing Address

PO Box 110223
Miami, Florida 33111

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ARTICLE IV.

The name and address of the registered agent is:

Registered Agent

Kevin L. Deeb, Esquire

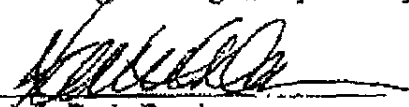
Address of Registered Office

2350 Coral Way
Suite 401
Miami, Florida 33145-3536

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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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Kevin L. Deeb, Esquire
Registered Agent's Signature

ARTICLE V.

The Operating Agreement of the limited liability company (hereinafter the "Company") contains provisions regarding:

1. The nature of the business to be transacted or the purposes to be promoted or carried out by the Company, which shall be to own, operate, manage, develop, mortgage, lease, sell and to otherwise undertake such activities as are determined by the Company with respect to the following property known as "Allapattah Apartment Building" located at:

1465 NW 19 Terrace
Miami, Florida 33125

and the personal property of the Company which is located therein or is used in connection therewith, and all business of the Company relating thereto, and for no other purpose whatsoever.

2. The rights of the members to admit additional members and the terms and conditions of the admissions.

3. The rights of the remaining members of this Company to continue the business of this Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which may terminate the continued membership in this Company.

ARTICLE VI

The management of the Company is to be reserved to a Member, more specifically, Jeff Sherman, having a mailing address at PO Box 110223, Miami, Florida 33111 (the "Managing

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Member").

ARTICLE VII.

The names and street addresses of the current Members are (hereinafter the "Members"):

<u>Name</u>	<u>Street Address</u>
Jeff Sherman	168 SE 1 st Street Suite 803 Miami, Florida 33131
Thelma Sherman	168 SE 1 st Street Suite 803 Miami, Florida 33131
Susana Bagucar	223 E. Flagler Street Suite M-1 Miami, Florida 33132

ARTICLE VIII.

The Interests of the current Members shall be evidenced by Certificates, which shall be issued by the company reflecting the percentage interest held by the Members.

ARTICLE IX.

The Operating Agreement between the Managing Partner and the Company shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the Members of the Company in the manner set forth in the Operating Agreement; provided, however, that the consent of the Managing Entity shall be required before any amendment, alteration or repeal of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles or Organization this 29 day of October, 2002, at Miami, Florida.


Jeff Sherman, Member

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

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STATE OF FLORIDA

ss.

COUNTY OF MIAMI-DADE

The foregoing Articles of Organization was acknowledged before me this 29 day of October, 2002, by Jeff Sherman as Member of Allapattah Apartments, LLC. He is personally known to me and did not take an oath.

Notary Public, State of Florida at Large

Printed Name: KEVIN L. DEEB

Commission No.

My Commission Expires:



KEVIN L. DEEB
MY COMMISSION # 03141301
EXPIRES: August 12, 2008
Renewal Third Budget Notary Services

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