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November 14, 2002

**VIA OVERNIGHT MAIL**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Limited Liability Company New Filing  
MGZ PROPERTIES, L.L.C.**

Dear Sir or Madam:

Please find enclosed the following documentation in accordance with the above-referenced new Limited Liability Company filing:

1. Articles of Organization;
2. Attorney Check made payable to the Department of State in the amount of for the filing fee of \$185.00. (\$155.00 filing fee plus \$30.00 for certified copies)

Thank you for your immediate attention and if you have any questions please feel free to contact me toll free at 800-805-8305.

Very truly yours,



Jonathan Bloom

JB/md  
Enclosures (3)

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TALLAHASSEE, FLORIDA  
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AND  
FILED



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

November 18, 2002

JONATHAN BLOOM, ESQ.  
BLOOM BALLEEN & FREELING  
299 CAMINO GARDENS BLVD.  
BOCA RATON, FL 33432

SUBJECT: MGZ PROPERTIES, L.L.C.  
Ref. Number: W02000032769

We have received your document for MGZ PROPERTIES, L.L.C. and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

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) 245-6025.

Trevor Brumbley  
Document Specialist

Letter Number: 202A00062192

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TALLAHASSEE, FLORIDA

# ARTICLES OF ORGANIZATION OF MGZ PROPERTIES, L.L.C.

## ARTICLE I

The name of the limited liability company is MGZ PROPERTIES, L.L.C.

## ARTICLE II

The period of the limited liability company's duration shall be ninety (90) years from the date of the filing of these Articles of Organization with the Department of State.

## ARTICLE III

The purpose for which this limited liability company is organized is to engage in any activity or business permitted under the laws of the United States of Florida.

## ARTICLE IV

The address of this limited liability company in the state of Florida is 1900 Corporate Blvd., Suite 400 East, Boca Raton, FL 33431.

The mailing address of this limited liability company in the state of Florida is 1900 Corporate Blvd., Suite 400 East, Boca Raton, FL 33431.

The address of the principal office of this limited liability company in the state of Florida is 1900 Corporate Blvd., Suite 400 East, Boca Raton, FL 33431.

The name and address of the initial registered agent is Jonathan Bloom, Esq. of Bloom, Ballen & Freeling, Attorneys At Law at 299 Camino Gardens Boulevard, Suite 207, Boca Raton, Florida 33432.

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

  
Registered Agent's Signature

## ARTICLE V

The percentage of ownership is as follows:

<u>Member</u>	<u>Pro-Rata Share</u>
Jeffrey H. Morris	25.00%
Henri Galel	25.00%

Yoram A. Galel	25.00%
David Zimet	25.00%

#### ARTICLE VI

There may be additional contributions to be made by the members.

#### ARTICLE VII

The members shall maintain the right to admit additional members.

#### ARTICLE VIII

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 limited liability company, the remaining members may continue the business of the limited liability company provided that the unanimous consent of the remaining members is secured.


#### ARTICLE IX

The management of the limited liability company is reserved to the initial members. The names and addresses of the members are:

<u>Name</u>	<u>Address</u>
Jeffrey H. Morris	1900 Corporate Blvd., Suite 400 East, Boca Raton, FL 33431.
Henri Galel	1900 Corporate Blvd., Suite 400 East, Boca Raton, FL 33431.
Yoram A. Galel	1900 Corporate Blvd., Suite 400 East, Boca Raton, FL 33431.
David Zimet	1900 Corporate Blvd., Suite 400 East, Boca Raton, FL 33431.

#### ARTICLE X

Notwithstanding any other provision of these Articles or the Operating Agreement and for federal income tax purposes, a member's share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one or more Members therefore allowing for the allocation to the Member or Members that bear the economic risk of loss of such property/debt.

  
Jonathan Bloom, Esq.  
**Bloom, Ballen & Freeling**  
**Attorneys At Law**

Attorney for and Authorized Agent  
of the Members of Nob Hill Industrial Park, L.C.  
299 Camino Gardens Blvd., Suite 207  
Boca Raton, FL 33432  
(561) 864-0000  
Fla. Bar No. 75231

11/20/02  
Date

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