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MARIA KLEIN

February 7, 2003

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Fl 32314


Re: 43RD PALM, LLC

Dear Sirs:

Enclosed please find the original and two copies of Articles of Organization for 43RD PALM, LLC, together with our check in the total amount of \$78.75 representing filing fee in the amount of \$30.00, Certified Copy in the amount of \$8.75 and Registered Agent in the amount of \$30.00. A self addressed stamped envelope provided for the return to my office of a Certified Copy.

Should you have any questions please do not hesitate to contact me. Thank you for your anticipated cooperation and assistance.

Very truly yours,
FRIEDMAN, RODMAN & FRANK, P.A.


HARVEY D. FRIEDMAN

HDF/sc
Encl.

FILED
03 FEB 14 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
43RD PALM, LLC**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **NAME:** The name of the limited liability company is: 43RD PALM, LLC.
2. **DURATION:** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **PURPOSE:** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:** The address of its principal place of business, as well as the mailing address for this limited liability company is: 3636 West Flagler Street, Miami, Fl 33135.
5. **REGISTERED AGENT AND OFFICE:** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is: Harvey D. Friedman, 3636 West Flagler Street, Miami, Florida 33135.
6. **INITIAL MEMBERS:** The names of the initial members of the limited liability company and their addresses are as follows:

Deborah Friedman
3636 West Flagler Street
Miami, Florida 33135

Carolyn Friedman Frank
3636 West Flagler Street
Miami, Florida 33135

7. **ADMISSION OF ADDITIONAL MEMBERS:** Additional Members will be admitted only pursuant to the terms of the Operating Agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. **MANAGEMENT:** The business of the Company shall be reserved to and conducted under the exclusive management of the Members according to the provisions of an Operating Agreement to be entered into between the members.

DATED: THIS 13 DAY OF July, 2003.

BY: Deborah Friedman
DEBORAH FRIEDMAN, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

03 FEB 14 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENTS TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 43RD PALM, LLC.
2. The name and the Florida street address of the registered agent are:

HARVEY D. FRIEDMAN
3636 West Flagler Street
Miami, Florida 33135

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated to 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.



HARVEY D. FRIEDMAN, REGISTERED AGENT

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03 FEB 14 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Harvey D. Friedman, Esq.; FL Bar #114862
Friedman, Rodman & Frank P.A.
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