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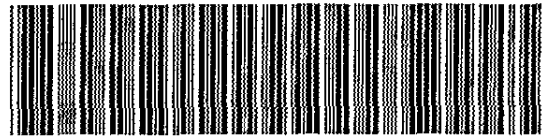
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March 31, 2003

Reply To: Boca Raton

File No.: KEIA-0002

☆ Board Certified Tax Lawyer  
□ Board Certified Estate Planning  
and Probate Lawyer  
○ Board Certified Real Estate Lawyer

‡ Member of D.C. Bar  
x Member of N.Y. Bar  
‡ Member of Ohio Bar

**VIA FEDERAL EXPRESS**

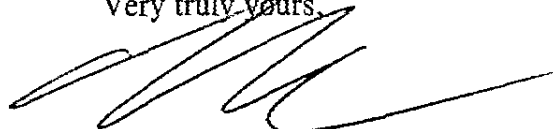
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Organization/Knightsbridge Estates, LLC**

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization of the referenced limited liability company and a check in the amount of \$130.00 representing the filing fee, registered agent designation fee and the cost for obtaining a certificate of status. Please forward evidence of filing to the undersigned using the enclosed self-addressed, prepaid envelope.

Very truly yours,



William S. Kramer

WSK/jkw

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Enclosures

cc: Knightsbridge Estates, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR 31 2003  
PM 3:35



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 2, 2003

WILLIAM S. KRAMER  
LAW OFFICES ABRAMS ANTON P.A.  
ONE BOCA PLACE, STE 411E 2255 GLADES RD  
BOCA RATON, FL 33431-7383

SUBJECT: KNIGHTSBRIDGE ESTATES, LLC  
Ref. Number: W03000009290

We have received your document for KNIGHTSBRIDGE ESTATES, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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: 103A00019861

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
KNIGHTSBRIDGE ESTATES, LLC**

The undersigned, being the sole member of **KNIGHTSBRIDGE ESTATES, LLC**, a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is:

**KNIGHTSBRIDGE, LLC**

**ARTICLE II. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

**10847 White Hawk Street  
Plantation, FL 33324  
Attn: Asher Keidan**

**ARTICLE III. STREET ADDRESS OF COMPANY**

The street address of the principal office of this Company is:

**10847 White Hawk Street  
Plantation, FL 33324  
Attn: Asher Keidan**

**ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The name and the street address of the registered agent of this Company in the State of Florida shall be:

09/09/08 PM 3:36  
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JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA

**William S. Kramer  
Abrams Anton P.A.  
2255 Glades Road, Suite 411-E  
Boca Raton, FL 33431**

**ARTICLE V. DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the written agreement of members owning a majority in interest of membership interests or pursuant to an event described in Article IX of these Articles of Organization.

**ARTICLE VI. MANAGEMENT**

The Limited Liability Company is to be managed by manager(s) who are member(s). The names and addresses of the managing members are set forth below. The managing members shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. No member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

**Asher Keidan  
10847 White Hawk Street  
Plantation, FL 33324**

**ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS**

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Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its operating agreement, if any, and such other documents, statutes, rules, operating agreement or guidelines as the members may from time to time determine in their sole discretion.

#### **ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of

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such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

**ARTICLE IX. RIGHT TO CONTINUE BUSINESS/  
DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, if any, the operating agreement, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be continued unless the members elect to dissolve the Company, either upon the affirmative vote of a majority in interest of the members of the Company, which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company, in which event, the Company shall be dissolved. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased,

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dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

#### **ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

#### **ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

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#### **ARTICLE XII. OPERATING AGREEMENT**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal an operating agreement or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

### **ARTICLE XIII. LIMITATION ON AGENCY AUTHORITY OF MEMBERS**

Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

### **ARTICLE XIV. PURPOSE**

The Company's business and purpose shall consist solely of the acquisition, ownership, development, subdivision and sale of that certain real property located in Miramar, Florida consisting of approximately 19 acres, known as KnightsBridge Estates (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

### **ARTICLE XV. TITLE TO COMPANY PROPERTY**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

### **ARTICLE XVI. SEPARATENESS/OPERATIONS MATTERS**

The Company shall:


- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

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- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 27 day of March, 2003.

**INITIAL MEMBER:**



ASHER KEIDAN,  
Member and Manager

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SECRETARY OF STATE  
TALLAHASSEE FL 32399

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

**KNIGHTSBRIDGE ESTATES, LLC**

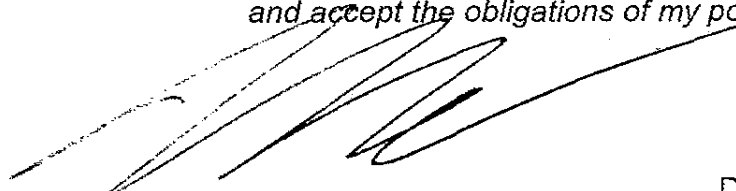
2. The name and address of the registered agent and office is:

**William S. Kramer  
Abrams Anton P.A.  
2255 Glades Road, Suite 411-E  
Boca Raton, FL 33431**

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TALLAHASSEE, FLORIDA

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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 I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
William S. Kramer

Date: 4/11/03