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W5/15

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DIVISION OF CORPORATIONS
03 MAY -7 PM 1:47

EFFECTIVE DATE
5/1/03

Charles W. Battisti,
Attorney at Law

1570 Madruga Avenue, Suite 209
Coral Gables, Florida 33146

Telephone No. (305) 667-9200
Facsimile No. (305) 667-9210

April 14, 2003

Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Kendall Shoppes, a Florida L.L.C.

Gentlemen:

Enclosed please find Articles of Incorporation for KENDALL SHOPPES, a Florida L.L.C., together with our check in the amount of \$155.00 to cover the following:

1. Filing fee
2. Designation of registered agent.
3. Certified copy of Articles of Organization.

Please furnish the undersigned with a letter of acknowledgment of filing, together with a certified copy at your earliest convenience.

Please call me should you have any questions or further requirements.

Yours truly,



CHARLES W. BATTISTI

CWB/jm
enc.

CWB/jm

W03-13334

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 9, 2003

CHARLES W. BATTISTI
ATTORNEY AT LAW
1570 MADRUGA AVENUE SUITE 209
CORAL GABLES, FL 33146

SUBJECT: KENDALL SHOPPES
Ref. Number: W03000013334

We have received your document for KENDALL SHOPPES and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "Ltd. Co." "L.C." or "L.L.C."

Please note that the suffix cannot be a phrase like "a Florida L.L.C."

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) 245-6958.

Lee Rivers
Document Specialist

-Letter Number: 803A00028841

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DIVISION OF CORPORATIONS
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Charles W. Battisti,
Attorney at Law

1570 Madrugá Avenue, Suite 209
Coral Gables, Florida 33146

Telephone No. (305) 667-9200
Facsimile No. (305) 667-9210

May 12, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Lee Rivers, Document Specialist

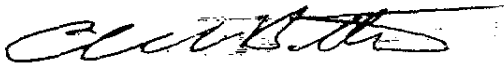
Re: Kendall Shoppes
Ref # W 03000013334

Dr. Mr. Rivers:

Thank you for your letter re the above, and enclosed please find corrected partnership agreement, together with a copy of your transmittal letter of instructions.

Thanking you for your cooperation, I remain.

Yours truly,



CHARLES W. BATTISTI

/jm
enc

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ARTICLES OF ORGANIZATION
OF
KENDALL SHOPPES, L.L.C.,
a Florida Limited Liability Company

ARTICLE I

The name of the Florida Limited Liability Company is the KENDALL SHOPPES, L.L.C., a Florida Limited Liability Company

ARTICLE II

The mailing address and street address of the principal office of the L.L.C. is 7700 North Kendall Drive, Suite 508B, Miami, Florida 33156.

ARTICLE III

The name and address of the Limited Liability Company registered agent is:

BRUCE NEWMAN
12515 North Kendall Drive
Suite 314
Miami, Florida 33186

ARTICLE VI

The effective date of KENDALL SHOPPES, L.L.C., a Florida Limited Liability Company is May 1, 2003.

ARTICLE V

The nature of the business of the L.L.C. is to acquire and manage all of the assets of the SIDNEY H. GREENSTEIN TRUST, with the unlimited power to buy, sell, mortgage, lease, manage and otherwise deal with real, personal, tangible and intangible property.

ARTICLE VI

The Shareholders of KENDALL SHOPPES, L.L.C. a Florida Limited Liability Company, and their interest is as follows:

<u>Name</u>	<u>Interest</u>
SIDNEY H. GREENSTEIN	48.75%
JEROME NEWMAN	43.75%
SYBIL GREENSTEIN	2.50%
BRUCE NEWMAN	1.25%
WARREN NEWMAN	1.25%
LAURA SCHINDLER	1.25%
EDWARD NEWMAN	1.25%

EFFECTIVE DATE
5/1/03

ARTICLE VII

The Officers of KENDALL SHOPPES, L.L.C., a Florida Limited Liability Company, are as follows:

<u>OFFICER</u>	<u>TITLE</u>
SIDNEY H. GREENSTEIN	President
JEROME NEWMAN	Vice-President
BRUCE NEWMAN	Secretary

ARTICLE VIII

By the undersigned Shareholders joining in these Articles of Organization, they simultaneously assign and transfer their interest in the SIDNEY H. GREENSTEIN TRUST to KENDALL SHOPPES, L.L.C., as the initial capitalization for this L.L.C., which capitalization exceeds \$500.00.

ARTICLE VIII

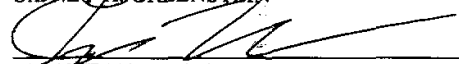
The President, individually/or Vice President and Secretary jointly, are authorized to conduct any and all business of the L.L.C.

ARTICLE X

These Articles or Organization may be amended by time to time by written consent of a majority of the shareholders after five days notice to all shareholders, and the business of the L.L.C. will be conducted in a form acceptable to the majority of the stockholders in compliance with the Laws and regulations in the State of Florida governing limited liability companies.


WITNESS our hands and seals this 14th, day of April, 2003.


SIDNEY H. GREENSTEIN


JEROME NEWMAN


SYBIL GREENSTEIN


BRUCE NEWMAN



WARREN NEWMAN


LAURA SCHINDLER


EDWARD NEWMAN

ACCEPTANCE BY RESIDENT AGENT

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

Bruce Newman

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