

MAY-23-03 FRI 12:26 PM

P. 1

Division of Corporations

Page 1 of 2

**L0300000/8777**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000200442 9)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 205-0383

From: Account Name : FILINGS, INC.  
Account Number : 072720000101  
Phone : (850) 385-6735  
Fax Number : (954) 641-4192

**LIMITED LIABILITY COMPANY**

**JFT PROPERTIES LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

RECEIVED  
03 MAY 23 PM 2:23  
DIVISION OF CORPORATION

MAY-23-03 FRI 12:27 PM

P. 2

#03000200142

FILE  
2003 MAY 23 PM  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
JFT PROPERTIES LLC**

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida.

1. **NAME:** The name of the company shall be **JFT PROPERTIES LLC**, and shall be hereinafter referred to as the "Company".

2. **DURATION:** The period of duration of the Company shall be perpetual.

3. **PRINCIPAL OFFICE:** The address of the principal office and mailing address of the Company is 1728 Coral Way, Miami, FL 33145.

4. **REGISTERED AGENT AND OFFICE:** The name of the registered agent of the Company within the State of Florida shall be Luis F. De La Cruz, Jr., whose street address is 95 Merrick Way, Ste. 440, Coral Gables, FL 33134.

5. **MEMBERS:** This limited liability company shall have 3 members whose names and addresses are as follows:

5.1 JILL M. DELAY, 1728 CORAL WAY, MIAMI, FL 33145.

5.2 FRED JOCH, 1728 CORAL WAY, MIAMI, FL 33145.

5.3 SEDIF Inc., a Florida corporation, 1110 BRICKELL AVENUE, SUITE 800, MIAMI, FL 33131.

No additional members shall be admitted unless all members of the Company, (including all additional members other than original members) shall unanimously agree, and on such terms and conditions as shall they agree unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this Company, shall terminate the Company, unless the remaining members shall unanimously agree to continue the business of the Company, in which event, the Company shall not so terminate.

Luis F. De La Cruz, Jr.,  
95 Merrick Way, Ste. 440  
Coral Gables, FL 33134  
305/448-0100  
Fl. Bar No.: 276459

#03000200142

MAY-23-03 FRI 12:27 PM

P. 3

1103000300442

6. MANAGEMENT: The management of the Company is reserved to the members of the Company. The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members of the Company.

The names and addresses of the managing members of the Company are:

6.1 JILL M. DELAY, 1728 CORAL WAY, MIAMI, FL 33145.

6.2 FRED JOCH, 711 CRANDON BLVD, KEY BISCAYNE, FL 33149.

6.3 SEDIF Inc., a Florida corporation, 1110 BRICKELL AVENUE, SUITE 800, MIAMI, FL 33131.

IN WITNESS WHEREOF, the undersigned subscribes to these Articles of Organization in Miami-Dade County, Florida on May 23, 2003.

  
Luis F. De La Cruz, Jr., as authorized  
representative of a member.

1103000300442

FILED  
2003 MAY 23 PM 3:45  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1103000200442

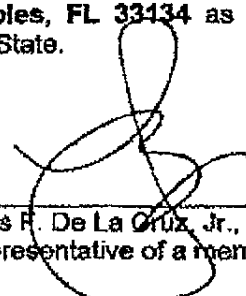
FILED  
2003 MAY 23 PM 3:45  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

JFT PROPERTIES LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named Luis F. De La Cruz, Jr., located at 85 Merrick Way, Ste. 440, Coral Gables, FL 33134 as Registered Resident Agent to accept Service of Process within this State.

May 23, 2003.

  
\_\_\_\_\_  
Luis F. De La Cruz, Jr., as authorized  
representative of a member.

Having been named to accept Service of Process for the above-stated limited liability company at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

May 23, 2003.

  
\_\_\_\_\_  
Luis F. De La Cruz, Jr.  
(Registered Resident Agent)

1103000200442