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LAZARUS CORPORATION

FAX: 3052201440

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LIMITED LIABILITY COMPANY

CORNERSTONE MANAGEMENT ASSOCIATES SOUTH, LLC

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 24, 2004

LAZARUS

SUBJECT: CORNERSTONE MANAGEMENT ASSOCIATES SOUTH, LLC
REF: W04000007740

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Tammi Cline
Document Specialist

FAX Aud. #: H04000039672
Letter Number: 704A00012410

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**ARTICLES OF ORGANIZATION
OF
CORNERSTONE MANAGEMENT ASSOCIATES SOUTH, LLC**

The undersigned, desiring to form a Limited Liability Company pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act") hereby adopt the following Articles of Organization:

ARTICLE I - NAME:

The name of the Limited Liability Company is:

CORNERSTONE MANAGEMENT ASSOCIATES SOUTH, LLC

ARTICLE II - ADDRESS:

The mailing address and the street address of the principal office of the Limited Liability Company is:

**1357 COLLINS AVENUE, NO. B-2
MIAMI BEACH, FLORIDA 33139**

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and shall continue perpetually.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a Manager or a Board of Management and the names and addresses of the initial managers who are to serve as managers are:

Norman J. Sokolow 1357 Collins Avenue, No. B-2, Miami Beach, Florida 33139

Michele Sokolow 1357 Collins Avenue, No. B-2, Miami Beach, Florida 33139

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TALLAHASSEE, FLORIDA

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

No additional members shall be admitted to the Limited Liability Company without unanimous consent of all the other members, whose consent shall be given or withheld in the sole and absolute discretion of the other members.

ARTICLE VI - MEMBER RIGHTS TO CONTINUE BUSINESS:

The management or the members of the Limited Liability Company to continue the business of the Limited Liability Company upon 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 shall be established by the regulations of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 19 day of February, 2004.


NORMAN J. SOKOLOW, a MemberSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true).

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**CERTIFICATE OF DESIGNATED REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:
CORNERSTONE MANAGEMENT ASSOCIATES SOUTH, LLC.
2. The name and Florida street address of the registered agent and office is:
NORMAN J. SOKOLOW
1357 Collins Avenue, No. B-2, Miami Beach, Florida 33139

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.


NORMAN J. SOKOLOW, Registered Agent

Date: Feb 19, 2004

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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