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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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File No.: BERRG-0002

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1916-1992

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Gene K. Glasser ☆
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Leonard Robbins
Danielle L. Rosen

Kenneth A. Rubin
Reuben M. Schneider **
Peter R. Siegel
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Jack F. Weins
David Weisman *

Of Counsel
Stanley D. Gottsegen †

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

‡ Member of D.C. Bar
§ Member of N.Y. Bar
† Member of Ohio Bar

February 11, 2004

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

RE: NEPTUNE OFFICE PLAZA, L.L.C.

Dear Sir or Madam:

With reference to the above-captioned limited liability company, enclosed for consideration are:

1. *Articles of Organization;*
2. *Certificate of Designation of Registered Agent/Registered Office; and*
3. *Affidavit of Membership and Contributions.*

Also enclosed is this firm's check, payable to the *Florida Department of State*, in the amount of \$125.00, representing payment of filing and registered agent designation fees.

Should you have any questions, please contact the undersigned.

Sincerely yours,


GENE K. GLASSER

GKG/CSF/nfl

Enclosures

cc: Mr. Robert G. Berrin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
NEPTUNE OFFICE PLAZA, L.L.C.

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is: NEPTUNE OFFICE PLAZA, L.L.C.

2. **PERIOD OF 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 other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF COMPANY

The mailing and street address of the place of business in Florida for the Company is 6445 South Mitchell Manor Circle, Miami, FL 33156

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TALLAHASSEE, FLORIDA

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the Company is:

Gene K. Glasser
Abrams Anton P.A.
2021 Tyler Street
Hollywood, FL 33020

6. ADMISSION OF ADDITIONAL MEMBERS

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 regulations or guidelines as the members may from time to time determine, in their sole discretion.

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7. CONTINUITY OF BUSINESS

Upon 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 Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

8. MANAGEMENT

The Company is to be managed by a Managing Member or Managing Members. The name and address of such Managing Member who is to serve as Managing Member until the first annual meeting of members or until his or her successors are elected and qualified is: Robert G. Berrin
6445 South Mitchell Manor Circle
Miami, FL 33156

9. 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 or her 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 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.

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TALLAHASSEE, FL

10. **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.

11. **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.

12. **REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations 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.

13. **AUTHORIZED REPRESENTATIVE**

The name and address of the Authorized Representative signing these

Articles is: Robert G. Berrin
6445 South Mitchell Manor Circle
Miami, FL 33156

IN WITNESS WHEREOF, the undersigned as Authorized Representative has
executed these Articles of Organization this 4TH day of FEBRUARY, 2004.

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TALLAHASSEE, FLORIDA

Maria Gonzalez
Maria Gonzalez
Printed Name of Witness

Mary L. Miranda
Mary L. Miranda
Printed Name of Witness

ROBERT G. BERRIN
Authorized Representative

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TAMPA, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 NEPTUNE OFFICE PLAZA, L.L.C.
2. The name and address of the registered agent and office is:

Gene K. Glasser
Abrams Anton P.A.
2021 Tyler Street
Hollywood, FL 33020

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.



Gene K. Glasser,
Registered Agent

Dated: February 6, 2004.

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Exhibit "A"

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Parcel I:

Beginning at a point on the South boundary of Lot 14 of Elise H. Kruse Acreage Subdivision, according to map thereof, recorded in Plat Book 20, at page 9, of the Public Records of Hillsborough County, Florida; 114 feet East of the Southwest corner of Lot 15 of said Subdivision; for a point of beginning; thence North and parallel to the East boundary of said Lot 14 a distance of 125 feet; thence East and parallel with the North boundary of Lot 13 and 14 of said Subdivision, a distance of 28 feet; thence North and parallel with the East boundary of Lot 8 of said Subdivision, a distance of 40 feet; thence East and parallel with the North boundary of Lots 8, 9, and 10 of said Subdivision, a distance of 90.0 feet; thence North and parallel with the East boundary of Lot 8 for 60 feet; thence East and parallel with the North boundary of Lots 8, 9, and 10 of said Subdivision, a distance of 79.65 feet more or less to a point, on the East boundary of said Lot 10; thence South a distance of 225 feet more or less to the Southeast corner of Lot 11 of said Subdivision; thence West a distance of 197.65 feet more or less to the point of beginning, all being in Elise H. Kruse Acreage Subdivision, Plat Book 20, at Page 9, Hillsborough County, Florida.

Parcel II:

Beginning at a point on the South boundary of Lot 14 of Elise H. Kruse Acreage Subdivision, according to map thereof, recorded in Plat Book 20, at page 9, of the Public Records of Hillsborough County, Florida, 114 feet East of the Southwest Corner of Lot 15 of said Subdivision; thence North and parallel to the East boundary of said Lot 14, a distance of 125 feet; thence East and parallel with the North boundary of Lots 13 and 14 of said Subdivision, a distance of 28 feet; thence North and parallel with the East boundary of Lot 8 of said Subdivision, a distance of 40 feet for a point of beginning; thence run East parallel with the North boundaries of said Lots 8 and 9, a distance of 90 feet; thence North and parallel with East boundary of Lot 8, a distance of 60 feet; thence West and parallel with the North boundary of Lots 8 and 9, a distance of 90 feet; thence South and parallel with the East boundary of Lot 8, a distance of 60 feet to the point of beginning, all being in Elise H. Kruse Acreage Subdivision, Plat Book 20, at page 9, Public Records of Hillsborough County, Florida.

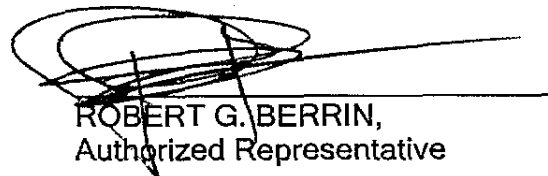
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of NEPTUNE
OFFICE PLAZA, L.L.C. deposes and says:

1. The above-named Limited Liability Company has at least one (1) member.
2. The total amount of cash contributed by the members is ZERO AND NO/00
(\$0.00) DOLLARS.
3. If any, the agreed value of the property other than cash contributed by
members is EIGHT HUNDRED SEVENTY AND NO/00 (\$870,000)
DOLLARS. A description of the property is attached and made a part hereof
and attached as Exhibit "A".
4. The total amount of cash or property anticipated to be contributed by
members is EIGHT HUNDRED SEVENTY AND NO/00 (\$870,000)
DOLLARS. This total includes amounts from numbers 2 and 3 above.


ROBERT G. BERRIN,
Authorized Representative

STATE OF FLORIDA)
COUNTY OF Dade)

SS:

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ON THIS 5th day of February, 2004, before me personally appeared ROBERT G. BERRIN, the Authorized Representative of NEPTUNE OFFICE PLAZA, L.L.C., a Florida Limited Liability Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing or who has produced _____ as identification, and he acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid.

Maria Gonzalez
Notary Public, State of Florida

My Commission Expires:



Maria Gonzalez
My Commission DD282355
Expires January 26, 2008