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FLORIDA/FOREIGN LIMITED LIABILITY CO.

32nd avenue distribution center investors, llc

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**ARTICLES OF ORGANIZATION
OF
32nd AVENUE DISTRIBUTION CENTER INVESTORS, LLC**

Article I. Name.

The name of the limited liability company is:

32nd AVENUE DISTRIBUTION CENTER INVESTORS, LLC

Article II. Address.

The mailing address and the street address of the principal office of the limited liability company is:

**801 Arthur Godfrey Road
Suite 600
Miami Beach, Florida 33140**

Article III. Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

**M & W AGENTS, INC.
2101 Corporate Boulevard, Suite 107
Boca Raton, Florida 33431**

**Robert A. Chaves, Esq.
Teschler Gutter Chaves Josepher Rubin Ruffin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
Fla. Bar No. 283625**

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Article IV. SPE Requirements.

Special Purpose Entity Provisions. Notwithstanding anything to the contrary contained in these Articles or otherwise, the Company shall comply at all times while it is a member of Tower 32nd Avenue Distribution Center, LLC, a Delaware limited liability company, with the following provisions:

1. **Purpose.** The purpose of the Company shall be to engage solely in the following activities:
 - (a) To acquire, hold, manage, and transfer a membership interest in Tower 32nd Avenue Distribution Center, LLC.
 - (b) To exercise all powers enumerated in the Florida Limited Liability Company Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein or the Company's Operating Agreement (subject to these Articles).
2. **Certain Prohibited Activities.** Company shall not incur, assume, or guaranty any indebtedness. The Company shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its assets substantially as an entirety or transfer any of its beneficial interests to any entity. The Company will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the members of the Company and Tower 32nd Avenue Distribution Center, LLC.
3. **Separateness Covenants.** In order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth herein, the Company shall conduct its affairs as a "Single Purpose Entity" in accordance with the following:
 - (a) It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its members or affiliates and shall allocate fairly and reasonably any overhead for shared office space.
 - (b) It shall maintain records and books of account separate from those of any member or affiliate.
 - (c) It shall observe all limited liability company formalities.
 - (d) It shall not commingle assets with those of any member or affiliate.
 - (e) It shall conduct its own business in its own name.
 - (f) It shall maintain financial statements separate from any member or affiliate.
 - (g) It shall pay any liabilities out of its own funds, including salaries of any employees, not from funds of any member or affiliate.
 - (h) It shall maintain an arm's length relationship with any member or affiliate.

- (i) It shall not guarantee or become obligated for the debts of any other entity, including any member or affiliate, or hold out its credit as being available to satisfy the obligations of others.
- (j) It shall use stationery, invoices and checks separate from any member or affiliate.
- (k) It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.
- (l) It shall hold itself out as an entity separate from any member or affiliate.
- (m) If its managing member is not an individual, its managing member shall be organized to be a single purpose, "bankruptcy remote" entity.
- (n) The governing agreement of the Company shall require it to be a Special Purpose Entity in compliance herewith.

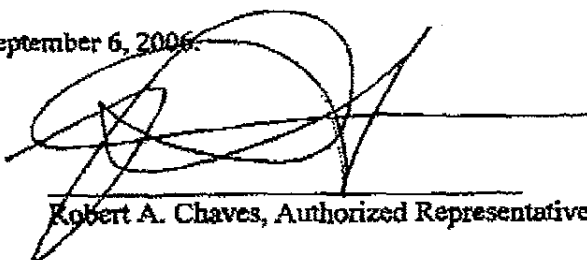
The following terms shall have the following meanings:

affiliate means any person controlling or controlled by or under common control with a member including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any member or employee of a member, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this Company, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

person means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

The undersigned, being an authorized representative of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of 32nd Avenue Distribution Center Investors, LLC.

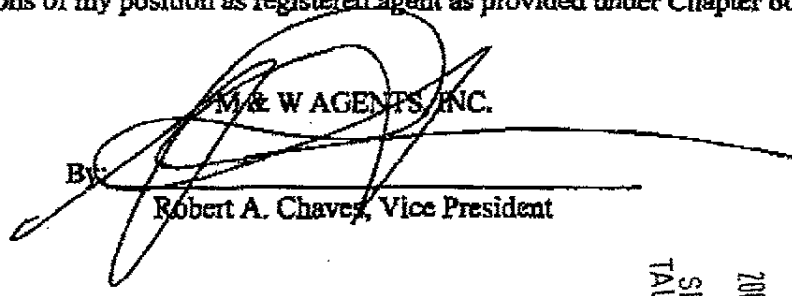
Executed by the undersigned on September 6, 2006.


Robert A. Chaves, Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent 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 that 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 under Chapter 608, F.S.


M & W AGENTS, INC.
By: Robert A. Chavez, Vice President

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