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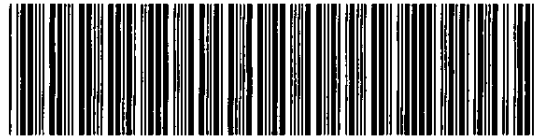
(Business Entity Name)

(Document Number)

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SEC. OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

OCT - 7 2008

EXAMINER

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

**TO: Registration Section
Division of Corporations**

SUBJECT: FLAMINGO MEDICAL OFFICE, LLC

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Merrill A. Bookstein, Esquire
Name (Printed or typed)

1900 Glades Road, Suite 102
Address

Boca Raton, Florida 33431
City, State and Zip

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For further information concerning this matter, please call:

Merrill A. Bookstein, Esquire at (561) 361-9454

Filing fee for articles of organization of Florida Limited Liability Company:

\$125.00	Filing fee for Articles of Organization and Designation of Registered Agent
\$ 30.00	Certified Copy (Optional)
\$ 5.00	Certificate of Status (Optional)
\$160.00	

<u>Mailing Address</u>	<u>Street/Courier Address</u>
Registration Section	Registration Section
Division of Corporations	Division of Corporations
P.O. Box 6327	Clifton Building
Tallahassee, FL 32314	2661 Executive Center Circle
	Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

FLAMINGO MEDICAL OFFICE, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:

**C/O SEYMOUR GORDON
222 S. MILITARY TRAIL
DEERFIELD BEACH, FL 33442**

Mailing Address:

SAME

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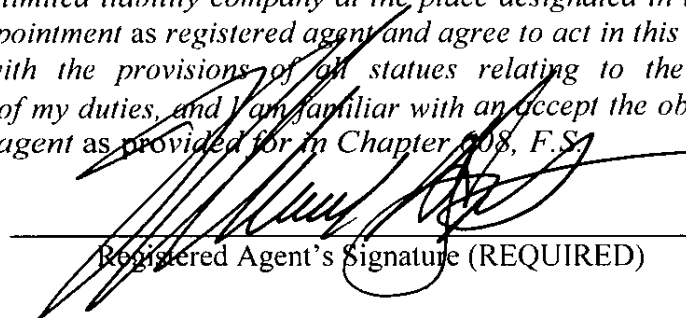
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

**MERRILL A. BOOKSTEIN
COUNSELOR AT LAW, P.A.
1900 GLADES ROAD, SUITE 102
BOCA RATON, FLORIDA 33431**

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 (REQUIRED)

ARTICLE IV – Purpose:

The sole purpose for which the Company is organized is to purchase, own and operate the real property known as "Flamingo Medical Office" at 12251 Taft Street, Pembroke Pines, Florida, 33026 (The "Real Property").

ARTICLE V – Limitations:

- A. The Company shall only be permitted to incur the indebtedness that encumbers the real property and liabilities in the ordinary course of business relating to the ownership and operation of the real property for so long as the Real Estate Mortgage loan encumbering the real property to the favor of UBS Real Estate Investments, Inc. (The "Mortgage") is still outstanding.
- B. The Company is prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale so long as the mortgage is still outstanding.
- C. The Company is prohibited from amending its Articles of Organization as long as the mortgage is still outstanding.
- D. The unanimous consent of all members and the Company manager shall be required to permit the Company to; (i) file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings; (ii) to dissolve, liquidate, consolidate, merge, or sell all or substantially all of the assets of the Company; and (iii) engage in any other business activity other than the ownership and operation of the real property.
- E. The manager of the Company shall be required to consider the interests of the Company's creditors in connection with all Company actions.

In addition, the Company agrees that so long as the mortgage is still outstanding that it shall be permitted to have only one member and that member shall be Seymour Gordon Trustee of the Seymour Gordon Trust U/A/D 8/27/87.

ARTICLE VI- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MNG PROPERTY MANAGEMENT CORPORATION
C/O MARTIN GORDON, PRESIDENT
222 S. MILITARY TRAIL
DEERFIELD BEACH, FL 33442

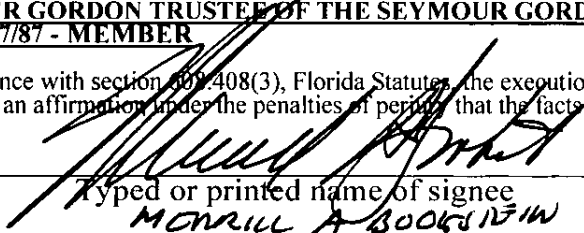
(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:

SEYMOUR GORDON TRUSTEE OF THE SEYMOUR GORDON TRUST
U/A/D 8/27/87 - MEMBER

In accordance with section 609.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



Typed or printed name of signee

MERRILL A BOOKSTEIN

Filing Fees:

**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent**
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)