

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800 342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Warehouse Assignment

<input type="checkbox"/> Capital Express to	C.C. FEE.	DISBURSED
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Fil		
<input type="checkbox"/> Foreign Corp. Fil		
<input type="checkbox"/> () Cr. Co. (s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S - 95		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Finstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s _____ Copies _____		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/H handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep		
<input type="checkbox"/> FAX () _____ pgs _____		
SUBTOTALS _____		

C.C. FEE. DISBURSED

FILED
 FEB -9 PM 1:01
 STATE OF FLORIDA
 CLERK OF THE CIRCUIT COURT

SEARCHED - 1119-48151
 -02/13/95-01057-0003
 ***346.25 ***346.25

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

WALK-IN Will Pick Up 29 1220



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 9, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: WAREHOUSE ASSOCIATES #1, L.C.
Ref. Number: W95000003017

We have received your document for WAREHOUSE ASSOCIATES #1, L.C. and check(s) totaling \$346.25. However, your check(s) and document are being returned for the following:

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 195A00005773

Wayne R. Rasmussen
305-467-0457

ARTICLES OF ORGANIZATION

FILED

ARTICLES OF ORGANIZATION OF WAREHOUSE ASSOCIATES #1, L.C.

05 FEB -9 PM 4:01

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WAREHOUSE ASSOCIATES #1, L.C., and its principal office shall be located at 4834 Southwest 75th Avenue, in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have to exercises all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and

perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statement contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLES III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Articles may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until his successor is elected and qualified is as follows: David T. Diamond, %Rosenberg Diamond Development Corp., 1942 Williamsbridge Road, Bronx, N.Y. 10461.

ARTICLES V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of a majority in interest of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

The total amount of cash and other property being contributed by the members of this Company are as follows:

<u>Name of Member</u>	<u>Contribution</u>
-----------------------	---------------------

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

ARTICLES VII

PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

<u>Name of Member</u>	<u>Percentage of Ownership</u>
Diamond Enterprises, a New York General Partnership, whose managing partner is David T. Diamond	50%
Four Roses Realty Co., a New York General Partnership, whose managing partner is Robert Rosenberg	10%

Elsie Malschick and Judy Lynn Malschick, as Trustees of the Elsie Malschick Trust, a/k/a the Elsie Malschick Intervivos Revocable Trust, dated November 21, 1990.	18%
Gary P. Cohen	15%
Ruth Calderon	7%

The distributive share of the profits shall be determined and paid to the members monthly.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

<u>Name of Member</u>	<u>Percentage of Ownership</u>
Diamond Enterprises, a New York General Partnership, whose managing partner is David T. Diamond	50%
Four Roses Realty Co., a New York General Partnership, whose managing partner is Robert Rosenberg,	10%
Elsie Malschick and Judy Lynn Malschick, as Trustees of the Elsie Malschick Trust, a/k/a the Elsie Malschick Intervivos Revocable Trust, dated November 21, 1990.	18%
Gary P. Cohen	15%
Ruth Calderon	7%

ARTICLE VIII

DURATION

This Company shall have a duration of thirty (30) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the members, but shall not have a perpetual existence.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7700 North Kendall Drive, Suite 803, Miami, Florida 33156, and the name of the company's initial registered

agent at that address is Jeffrey S. Kramer.

The undersigned, being a representative of one of the original members of the limited liability company, acting under power of attorney, certifies that this instrument constitutes the proposed Articles of Organization of WAREHOUSE ASSOCIATES #1, L.C.

Executed by the undersigned at City of Miami, County of Dade, and State of FLORIDA, on the 8th day of FEBRUARY, 1995.

Jeffrey S. Kramer
Jeffrey S. Kramer, as attorney in act for David T. Diamond, managing partner of Diamond Enterprises, a New York General Partnership

The foregoing instrument was acknowledged before me this 8th day of February, 1995, by Jeffrey S. Kramer, as attorney in fact for David T. Diamond, managing partner of Diamond Enterprises, a New York General Partnership. He is personally known to me or has produced _____ as identification.

Notary Seal/Stamp:

Desiree Valor Bonar
NOTARY PUBLIC, STATE OF FLORIDA

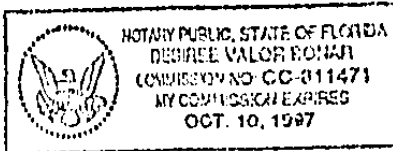


EXHIBIT "A"
TO ARTICLES OF ORGANIZATION OF WAREHOUSE ASSOCIATES #1, L.C.,
a Florida Limited Liability Company,
CONSISTING OF THE NAMES OF ITS MEMBERS AS OF THE DATE OF
FORMATION AND THE TOTAL AMOUNT OF CASH AND/OR THE VALUE OF OTHER
PROPERTY CONTRIBUTED BY SUCH MEMBER FOR THEIR PERCENTAGE INTEREST THEREIN


<u>Name of Member</u>	<u>Percentage of Membership Interest</u>	<u>Contribution</u>
1. Diamond Enterprises, a New York General Partnership, whose managing partner is David T. Diamond	50%	an undivided interest in property which undivided interest is valued at \$765,000.00 plus pro-rata share of leasehold operations, acquisition costs, fees and expenses, a portion of which contribution is represented by the proceeds of a Metro- Bank mortgage loan, a portion of which is individually guaranteed by the managing partner of such member.
2. Four Roses Realty Co., a New York General Partnership, whose managing partner is Robert Rosenberg	10%	an undivided interest in property which undivided interest is valued at \$153,000.00 plus pro-rata share of leasehold operations, acquisition costs, fees and expenses, a portion of which contribution is represented by the proceeds of a Metro- Bank mortgage loan, a portion of which is individually guaranteed by the managing partner of such member.
3. Elsie Malschick and Judy Lynn Malschick, as Trustees of the Elsie Malschick Trust, a/k/a the Elsie Malschick Intervivos Revocable Trust, dated November 21, 1990	18%	an undivided interest in property which undivided interest is valued at \$275,000.00 plus pro-rata share of leasehold operations, acquisition costs, fees and expenses, a portion of which contribution is represented by the proceeds of a Metro- Bank mortgage loan, a portion of which is individually guaranteed by Raymond Malschick, a beneficiary of said Trust.
4. Gary P. Cohen	15%	an undivided interest in property which undivided interest is valued at \$229,500.00; plus pro-rata share of leasehold operations, acquisition costs, fees, and expenses, a portion of which contribution is represented by the proceeds of a Metro-Bank mortgage loan, a portion of which is guaranteed individually by said member.
5. Ruth Calderon	7%	an undivided interest in property which undivided interest is valued at \$107,100.00; plus pro-rata share of leasehold operations, acquisition costs, fees, and expenses, a portion of which contribution is represented by the proceeds of a Metro- Bank mortgage loan, a portion of which is guaranteed individually by said member.

Affidavit of Membership and Contributions

State of Florida)
)
County of Dade)

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of WAREHOUSE ASSOCIATES #1, L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$132,283.24.
3. If any, the agreed value of property other than cash contributed by the members is \$1,530,000.00. A description of the property is attached as Exhibit "A" and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,662,283.24. This total includes the amounts from 2 and 3 above.


Jeffrey S. Kramer, as attorney in fact for
David T. Diamond, managing partner of
Diamond Enterprises, a New York General
Partnership

The foregoing instrument was acknowledged before me this 8th day of
FEBRUARY, 1995, by Jeffrey S. Kramer, as attorney in fact for David T.
Diamond, member, on behalf of WAREHOUSE ASSOCIATES #1, L.C. He is personally known
to me or has produced _____ as identification.

Notary Seal/Stamp:


NOTARY PUBLIC, STATE OF FLORIDA

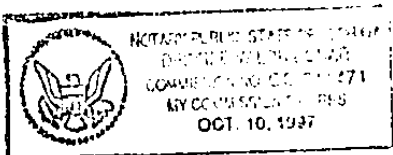


EXHIBIT "A"

"ALL OF LOTS 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, AND 13; LOTS 14, LESS THE SOUTH 90 FEET OF THE EAST 12 FEET OF SAID LOT 14; ALL OF LOTS 17, 18, 19, 20, 21, 22, 23, 25 AND 26; LESS THE NORTH TEN (10') FEET OF LOTS 1, 2, 3, 25, AND 26; AND THE EAST TEN (10') FEET OF LOTS 17, 18, 19, 20, 21, 22, AND 23; AND THE WEST TEN (10') FEET OF LOTS 1, 4, 5, 6, 7, 8, 9, 10 AND 11; AND THE SOUTH TEN (10') FEET OF LOTS 11, 12, 13, AND 14, ALL IN BLOCK 6, AMENDED PLAT OF MELROSE GARDENS, ACCORDING TO THE PLAT THEREOF, RECORDED IN PLAT BOOK 7, AT PAGE 94, OF THE PUBLIC RECORDS OF DADE COUNTY, FLORIDA, TOGETHER WITH ALL IMPROVEMENTS LOCATED THEREON."

Statement Designating Registered Agent and Office L E D

State of Florida)
)
County of Dade)

05 FEB -9 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is WAREHOUSE ASSOCIATES #1, L.C.

The name of the registered agent for WAREHOUSE ASSOCIATES #1, L.C., is Jeffrey S. Kramer and the street address of the company's principal office where the agent is located is 7700 North Kendall Drive, Suite 803, Miami, Florida 33156.

This statement is to acknowledge that, as indicated above, WAREHOUSE ASSOCIATES #1, L.C. has appointed me, Jeffrey S. Kramer, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

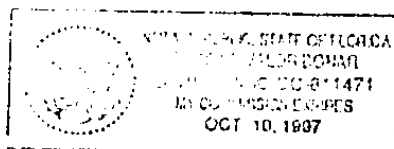
Dated FEBRUARY 8, 1995

Jeffrey S. Kramer
Jeffrey S. Kramer

The foregoing instrument was acknowledged before me this 8th day of FEBRUARY, 1995, by Jeffrey S. Kramer, agent on behalf of WAREHOUSE ASSOCIATES #1, a limited liability company. He is personally known to me or has produced _____, as identification.

Notary Seal/Stamp:

James Valer Bonar
NOTARY PUBLIC, STATE OF FLORIDA



FILE NOW: Fee after May 1, will be \$263.75

APPROVED
AND
FILED

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mothman Secretary of State DIVISION OF CORPORATIONS																																	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE																																	
1. Name and Mailing Address of Limited Liability Company WAREHOUSE ASSOCIATES #1, L.C. 4834 SOUTHWEST 75TH AVE. MIAMI FL 33155		DOCUMENT #L95000000119																																	
2a. Mailing Address WAREHOUSE ASSOCIATES #1, L.C. 4834 SOUTHWEST 75TH AVE. MIAMI FL 33155		3a. Principal Place of Business Address 4834 SOUTHWEST 75TH AVE. MIAMI FL 33155																																	
2b. Mailing Address WAREHOUSE ASSOCIATES #1, L.C. 4834 SOUTHWEST 75TH AVE. MIAMI FL 33155		3b. State of Formation FL																																	
2c. Date of Formation 02/09/1995		4. FCI Number 65-055-8788																																	
2d. Date of Last Report 02/09/1995		5. Certificate of Status (Required) <input type="checkbox"/> 15% Additional Fee Required																																	
7. Name and Address of Current Registered Agent KRAMER, JEFFREY S 7700 NORTH KENDALL DR., STE. 803 MIAMI FL 33156		8. Name and Address of New Registered Agent JACK CALDERON 4834 SW 75TH AVENUE MIAMI FL 33155																																	
9. Pursuant to the provisions of Sections 608.418 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.																																			
SIGNATURE <i>[Signature]</i>		DATE 3/25/96																																	
10. Table <table border="1"> <thead> <tr> <th>Title</th> <th>Managing Members/Managers</th> <th>Business Street Address</th> <th>City, State and Zip Code</th> </tr> </thead> <tbody> <tr> <td>MGR</td> <td>DIAMOND, DAVID T</td> <td>1942 WILLIAMSBURG RD.</td> <td>BRONX NY</td> </tr> <tr> <td>MEM</td> <td>DIAMOND ENTERPRISES,</td> <td>4834 SOUTHWEST 75TH AVE.</td> <td>MIAMI FL</td> </tr> <tr> <td>MEM</td> <td>FOUR ROSES REALTY, CO.</td> <td>4834 SOUTHWEST 75TH AVE.</td> <td>MIAMI FL</td> </tr> <tr> <td>MEM</td> <td>MALSCHICK, ELSIE</td> <td>4834 SOUTHWEST 75TH AVE.</td> <td>MIAMI FL</td> </tr> <tr> <td>MEM</td> <td>MALSCHICK, JUDY</td> <td>4834 SOUTHWEST 75TH AVE.</td> <td>MIAMI FL</td> </tr> <tr> <td>MEM</td> <td>COHEN, GARY P</td> <td>4834 SOUTHWEST 75TH AVE.</td> <td>MIAMI FL</td> </tr> <tr> <td>MEM</td> <td>CALDERON, RUTH</td> <td>4834 SOUTHWEST 75TH AVE</td> <td>MIAMI, FL</td> </tr> </tbody> </table>		Title	Managing Members/Managers	Business Street Address	City, State and Zip Code	MGR	DIAMOND, DAVID T	1942 WILLIAMSBURG RD.	BRONX NY	MEM	DIAMOND ENTERPRISES,	4834 SOUTHWEST 75TH AVE.	MIAMI FL	MEM	FOUR ROSES REALTY, CO.	4834 SOUTHWEST 75TH AVE.	MIAMI FL	MEM	MALSCHICK, ELSIE	4834 SOUTHWEST 75TH AVE.	MIAMI FL	MEM	MALSCHICK, JUDY	4834 SOUTHWEST 75TH AVE.	MIAMI FL	MEM	COHEN, GARY P	4834 SOUTHWEST 75TH AVE.	MIAMI FL	MEM	CALDERON, RUTH	4834 SOUTHWEST 75TH AVE	MIAMI, FL	11. I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.02(1)(b), Florida Statutes. I also certify that the information indicated on this annual report is true, accurate and that my signature shall have the same legal effect as if made under oath. I am a member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes. My name appears in Block 10. If not an individual, my name shall not appear.	
Title	Managing Members/Managers	Business Street Address	City, State and Zip Code																																
MGR	DIAMOND, DAVID T	1942 WILLIAMSBURG RD.	BRONX NY																																
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MEM	CALDERON, RUTH	4834 SOUTHWEST 75TH AVE	MIAMI, FL																																
SIGNATURE <i>[Signature]</i>		DATE 3/25/96																																	

[Handwritten]
KSP
4/11/96

FILE NOW: Fee after May 1, will be \$588.75

APPROVED
AND
FILED

97 JAN 29 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra D. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 203.75

Annual Report \$100.00 + \$103.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

Name and Mailing Address
of Limited Liability Company

DOCUMENT #L95000000119

WAREHOUSE ASSOCIATES #1, J.C.
4834 SOUTHWEST 75TH AVE.
MIAMI FL

1a. Principal Place of Business Address

1834 SOUTHWEST 75TH AVE.
MIAMI FL

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2 Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc

Suite, Apt. #, etc

City & State

City & State

Zip

Country

Zip

Country

3. Date Organized or Qualified

3a. State of Formation

02/09/1995

FL

4. FET Number

55-0558788

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

04/08/1996

☐ SR 75 Additional Fee Required

7. Name and Address of Current Registered Agent

8. Name and Address of New Registered Agent

CALDERON, JACK
1834 SW 75TH AVENUE
MIAMI FL 33155

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

6800002974015

01/30/97--01076--013

City

****203 75

Zip Code

FL

9. Pursuant to the provisions of Sections 608.410 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

DATE

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGR DIAMOND, DAVID T

1942 WILLIAMSBURG RD.

BRONX NY

MEM DIAMOND ENTERPRISES,

4834 SOUTHWEST 75TH AVE.

MIAMI FL

MEM FOUR ROSES REALTY, CO.

4834 SOUTHWEST 75TH AVE.

MIAMI FL

MEM MALSCHICK, ELSIE

4834 SOUTHWEST 75TH AVE.

MIAMI FL

MEM MALSCHICK, JUDY

4834 SOUTHWEST 75TH AVE.

MIAMI FL

MEM COHEN, GARY P

4834 SOUTHWEST 75TH AVE.

MIAMI FL

MEM CALDERON, RUTH C.

4834 SOUTHWEST 75TH AVE

MIAMI FL

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the registered agent or authorized to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE

Ruth Calderon RUTH CALDERON

1/23/97 (305) 244-1300

SIGNATURE AND TITLE OF PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Phone