

L95000000144

Marc I. Feig

10000 PETERB ROAD
PLANTATION FLORIDA 33324
TELEPHONE (305) 475 1660

TELECOM (305) 474 0850

MARC I. FEIG
MEMBER OF FLORIDA
AND NEW YORK BAR

ALAN H. POLLACK
OF COUNSEL
MEMBER OF FLORIDA
AND NEW YORK BAR

February 17, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-02/21/95--01113--003
***337.50 ***337.50

RE: Articles of Organization of Fountain, L.C., a Florida
Limited Liability Company
Our File No.: 12.33-88.82

Dear Ladies and Gentlemen:

Enclosed herewith please find the following documentation:

1. Original and one (1) copy of Articles of Organization of Fountain, L.C., a Florida Limited Liability Company;
2. Original Affidavit of Membership and Contributions;
3. Law Office of Marc I. Feig check number 2223 in the amount of Three Hundred Thirty-Seven Dollars and Fifty Cents (\$337.50), said sum represents filing fees, certified copy and designation of registered agent;
5. Original Federal Express airbill for return of certified copy to the undersigned.

If the enclosed documents are in order, kindly cause the same to be filed with the Secretary of state, and thereafter, please return the certified copy to the undersigned via federal express in the envelope provided for your convenience.

Thanking you in advance for your prompt attention and cooperation in this matter, and should you have any questions regarding this matter, please feel free to contact me in my office.

B. REGIS

FEB 22 1995

FEB 22 1995

Secretary of State
February 17, 1995
Page Two

Very truly yours,

BY:


MARC I. FEIG

MIF/dn

encls.

cc: Arnold Lichtschein

FILED
95 FEB 20 AM 10 21
SECRETARY OF STATE
WILLIAMSBURG FLD

ARTICLES OF ORGANIZATION
OF
FOUNTAIN, L.C.

FILED
95 FEB 20 AM 10:21
7A. SECRETARY OF STATE
TALLAHASSEE FLORIDA

In consideration of the mutual covenants contained in these Articles of Organization, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes.

ARTICLE I

The name of the limited liability company shall be FOUNTAIN, L.C.

ARTICLE II

This limited liability company shall commence existence on the date of execution and acknowledgement of these Articles, and shall continue for a period of thirty (30) years from the above date unless earlier dissolved by the members as set forth in Article XI.

ARTICLE III

This limited liability company is organized for the purpose of acquiring, developing, operating, holding for investment and selling or otherwise disposing of real estate, either directly or indirectly, including, but not limited to, serving as a General or Limited Partner, joint venturer, or in a similar capacity, and to engage in such related businesses as may be agreed on by the members. Additionally, this limited liability company may engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

The address of the principal place of business of this limited liability company in the State of Florida shall be c/o Arnold Lichtschein, 1205 Lincoln Road, Suite 216, Miami Beach, Florida 33139, and such other place or places as may be agreed on by the members. The initial registered agent of this limited liability company shall be MARC I. FEIG, whose address is 8000 Peters Road, Second Floor, Plantation, Florida 33324.

ARTICLE V

The total amount of cash contributed to the limited liability company is Two Thousand Dollars (\$2,000.00), the capital contribution of each member is:

NATAL INVESTMENTS CORP.	\$1,000.00
114 CLEMATIS, INC.	\$1,000.00

No property other than cash is contributed to the limited liability company.

ARTICLE VI

The members agree that the members are not required to make any other additional contributions.

ARTICLE VII

The admission of new members to the limited liability company shall be permitted upon such terms and conditions as may be approved by a majority vote of the profit and loss sharing ratios of the members.

ARTICLE VIII

On 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, the limited liability company shall be dissolved; provided, the remaining members may continue the business of the limited liability company by a unanimous vote of the profit and loss sharing ratios of the remaining members.

ARTICLE IX

The members shall vote in proportion to their profit and loss sharing ratios. The names and addresses of the members are as set forth in the signature section of these Articles.

ARTICLE X

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

ARTICLE XI

The limited liability company shall be dissolved on the happening of any of the following events:

- [1] Termination of the term specified in Article II.
- [2] The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member unless the business is continued as provided in Article VIII.

[3] The unanimous agreement of the members.

ARTICLE XII

These Articles, except with respect to vested rights of the members, may be amended at any time by a vote of a majority of the profit and loss sharing ratios of the members and such amendment shall be filed with the Department of State.

ARTICLE XIII

The limited liability company shall be managed by a manager whose name and address are as set forth herein, as manager until the first annual meeting:

ARNOLD LICHTSCHEIN, Manager

1205 Lincoln Road
Suite 216
Miami Beach, Florida 33139

IN WITNESS WHEREOF the undersigned members have executed these Articles of Organization this 16th day of February, 1995.

MEMBER:

ADDRESSES:

NATAL INVESTMENTS CORP.

Arnold Lichtschein Pres.
ARNOLD LICHTSCHEIN, Its Pres.

1205 Lincoln Road
Suite 216
Miami Beach, Florida 33139

STATE OF FLORIDA)

) SS.

COUNTY OF DADE)

BEFORE ME, personally appeared ARNOLD LICHTSCHEIN, as President of NATAL INVESTMENTS CORP., to me well known and known to me to be the person in and who executed the foregoing Articles of Organization of FOUNTAIN, L.C., who have produced a Florida Driver's License as identification and who did take an oath, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 16th day of February, 1995.

DORON VALERO
Notary Public
STATE OF FLORIDA
My Comm. Exp. 6/3/95

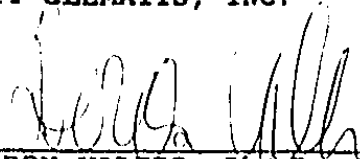
NOTARY PUBLIC, SEAL of Florida
at Large

PRINT NOTARY NAME

My Commission Expires:

MEMBER:

114 CLEMATIS, INC.



DORON VALERO, Its Pres.

1036 N.E. 203rd Lane
North Miami Beach, Fla. 33179

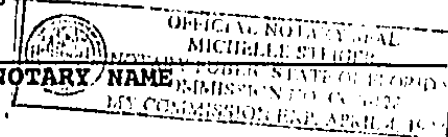
STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, personally appeared DORON VALERO, as President of 114 CLEMATIS, INC., a Florida Corporation, to me well known and known to me to be the person in and who executed the foregoing Articles of Organization of FOUNTAIN, L.C., who have produced a Florida Driver's License as identification and who did take an oath, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 16th day of February, 1995.


NOTARY PUBLIC, State of Florida
at Large

PRINT NOTARY NAME



My Commission Expires:

CERTIFICATE OF DESIGNATION OF
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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is: FOUNTAIN,
L.C.
2. The name and address of the registered agent and office is:

MARC I. FEIG, ESQUIRE
LAW OFFICES OF MARC I. FEIG
8000 Peters Road
Second Floor
Plantation, Florida 33324

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.



MARC I. FEIG, ESQUIRE

DATED this 16th day of February, 1995

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FOUNTAIN, L.C., a Florida Limited Liability Company deposes and says:

1. The above-named limited liability company has a least two (2) members, to-wit: NATAL INVESTMENTS CORP. and 114 CLEMATIS, INC., a Florida Corporation;

2. The total amount of cash contributed by the member(s) is \$1,000.00 per member for a total amount of cash contributed in the sum of \$2,000.00;

3. If any, the agreed value of property other than cash contributed by the member(s) is \$ N/A. A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 2,000.00. This total includes amounts from 2 and 3 above.

NATAL INVESTMENTS CORP.

BY:

Arnold Lichtschein, Manager/Member
ARNOLD LICHTSCHEIN, MANAGER/MEMBER
and President of NATAL INVESTMENTS
CORP.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

FILED
95 FEB 23 AM 1:31
SECRETARY OF
CLERK OF

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

L9500000144

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996

ORIGINAL DEPARTMENT OF STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee

Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address
of Limited Liability Company

DOCUMENT # L95000000144

FOUNTAIN, L.C.
%ARNOLD LICHTSCHEIN
1205 LINCOLN ROAD, SUITE 216
MIAMI BEACH FL 33139

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

2. Principal Place of Business

3a. Mailing Address

SAME

Suite, Apt. #, etc.

City & State

Zip

Country

2a. Mailing Address

Suite, Apt. #, etc.

City & State

Zip

Country

1a. Principal Place of Business Address

%ARNOLD LICHTSCHEIN
1205 LINCOLN ROAD, SUITE 216
MIAMI BEACH FL 33139

3. Date Organized or Qualified

3a. State of Formation

02/20/1995

FL

4. FEI Number

65-0589672

☐ Applied For

☐ Not Applicable

5. Date of Last Report

6. Certificate of Status Desired

☐ Addendum Fee Required

7. Name and Address of Current Registered Agent

FEIG, MARC I
8000 PETERS ROAD
SECOND FLOOR
PLANTATION FL 33324

8. Name and Address of New Registered Agent

Name

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

Suite, Apt. #, etc.

City

700001720357

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****238.75

FL

9. Pursuant to the provisions of Sections 608.416 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 reappointing)

DATE

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGR LICHTSCHEIN, ARNOLD

MEM NATAL INVESTMENTS CO,

MEM 114 CLEMATIS, INC.

1205 LINCOLN ROAD, SUITE 2

1205 LINCOLN ROAD, SUITE 2

1036 NE 203RD LANE

MIAMI BEACH FL

MIAMI BEACH FL

N MIAMI BEACH FL

2/19/96

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 receiver or trustee empowered 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:

ARNOLD LICHTSCHEIN MGR/MEMBER 2/19/96 (305) 538-5816

INHSE10 R(12-95)

Date

Daytime Phone #

FILED

96 FEB 13 PM 4:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA