

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

800-342-8086

L95000000205

CSC networks

Mail To:
P.O. Box 5020
Tallahassee, FL 32311

ACCOUNT NO. : 072100000032

REFERENCE : 557814 8380A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

03/17/95 00000000
03/17/95 00000000
00000000 00000000

ORDER DATE : March 9, 1995

ORDER TIME : 10:19 AM

ORDER NO. : 557814

CUSTOMER NO: 8380A

CUSTOMER: J. Gregory Humphries, Esq
SMITH WILLIAMS & HUMPHRIES

201 East Pine, Suite 701

Orlando, FL 32801

DOMESTIC FILING

L95000000205

NAME: NDRG ROSEMONT LIMITED COMPANY

XXX LIMITED LIABILITY COMPANY
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

KBR
EXAMINER'S INITIALS:

7
3 15 93
f

* Affidavit is required - see attachment.

ARTICLES OF ORGANIZATION
OF
NDRG ROSEMONT LIMITED COMPANY

FILED
95 MAR -2 PM 1:10
SEC. 1
DATE

The undersigned hereby 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
Name

The name of limited liability company shall be:

NDRG ROSEMONT LIMITED COMPANY

and its principal place of business shall be:

4030 Dijon Dr.
Orlando, FL 32808

County of Orange, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
Purpose and Powers

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

1. To invest in, operate, own and conduct a real estate investment, consulting and management business and to act as a general partner in a Maryland limited partnership and in such other business as may be deemed advisable.
2. To engage in any activity or business authorized under the Florida Statutes.

3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, 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 the Articles and to hold, utilize and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign or any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as is lawful under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

7. 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 herein set forth, 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.

8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as post purposes and powers of this limited liability company, and statements 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 herein contained shall be deemed or construed as authorized or permitting or purporting to authorize or permit the limited liability to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE III Capital Contributions

Capital contributions in the amount of \$100.00 shall be paid to the limited liability company by the members as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE INTEREST</u>
Stuart R. Berman	\$33.33	33-1/3% (Thirty-three and one-third percent)
Ronald L. Unger	\$66.67	66-2/3% (Sixty-six and two thirds percent)

Additional contributions will be made as required for investment purposes, as determined by consent of the members holding at least two-thirds (2/3) of the percentage interests. Members will make contributions in shares equal to their respective percentage interest.

ARTICLE IV Limited Liability Company 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 Article may be amended from time to time in the regulations of the limited liability company by a vote of the Members holding at least two-thirds (2/3) of the percentage interest of the limited liability company.

ARTICLE V Duration

This limited liability company shall commence upon the date of filing with the Department of State and continue until December 31, 2025, or until dissolved in a manner provided by law, or as provided in the regulations or adopted by the Members.

ARTICLE VI
Principal Place of Business

The principal office of this limited liability company shall be located at

NDRG ROSEMONT LIMITED COMPANY
4030 Dijon Dr.
Orlando, FL 32808

ARTICLE VII
Management

The Company shall be managed by the Board of Members in accordance with such other regulations as are adopted hereafter. Participants on the Board of Members may or may not be Members of the Company. Such regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and business addresses of the initial participants of the Board of Members of the Company are:

Stuart R. Berman
4030 Dijon Dr.
Orlando, FL 32808

Ronald L. Unger
4030 Dijon Dr.
Orlando, FL 32808

ARTICLE VIII
Registered Office and Registered Agent

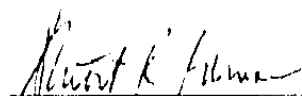
The street address of the limited liability company's initial registered office is 201 E. Pine St., Suite 701, Orlando, FL 32801, and the name of the limited liability company's registered agent is J. Gregory Humphries. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The limited liability company's principal place of business and mailing address is 4030 Dijon Dr., Orlando, FL 32808.

ARTICLE IX
Amendment of Articles of Organization

The limited liability company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the Members herein are subject to this reservation.

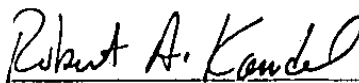
IN WITNESS WHEREOF, I, the undersigned being an original Member of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of NDRG ROSEMONT LIMITED COMPANY, for the uses and purposes therein stated.



Stuart R. Berman
4030 Dijon Dr.
Orlando, FL 32808

STATE OF NEW YORK
COUNTY OF NEW YORK

The foregoing instrument was acknowledged before me this 7th day of MARCH, 1995, by Stuart R. Berman, who is personally known to me (or who has produced _____ as identification) and who did ~~(did not)~~ take an oath.



(Printed name)

Notary Public - State of
Commission No.

Expires:

ROBERT A. KANDEL
Notary Public, State of New York
No. 4621585
Qualified in New York County
Commission Expires June 30, 1996

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 MAR -2 PM 1:10

In compliance with Section 48.091, Florida Statutes, the following is submitted: NDRG ROSEMONT LIMITED COMPANY (the "Limited Liability Company") desiring to organize as a domestic limited liability company or qualify under the laws of the State of Florida has named and designated J. Gregory Humphries as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 E. Pine St., Suite 701, Orlando, FL 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Limited Liability Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations as Registered Agent, as the same may apply to the Limited Liability Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Limited Liability Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27th day of December, 1995.

J. Gregory Humphries
J. Gregory Humphries

AFFIDAVIT

FILED
95 MAR -9 11:16
CLERK

STATE OF NEW YORK

COUNTY OF NEW YORK

The undersigned, who appeared personally before me, being first duly sworn, deposes and says that:

1. He is properly authorized to execute this Affidavit on behalf of the Members of NDRG Rosemont Limited Company (the "Company") as their authorized representative;

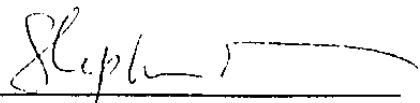
2. The Company has two Members; and

3. The Members of the Company shall make the following contributions:

<u>Name of Member</u>	<u>Amount of Cash Contributed</u>	<u>Amount of Other Property Contributed</u>
Stuart R. Berman	\$33.33 U.S. Funds	None
Ronald L. Unger	\$66.67 U.S. Funds	None


Stuart R. Berman

14th IN WITNESS WHEREOF, I have set my hand and affixed my official seal this day of March, 1995.


Notary Public - State of New York
Commission No.
Expires:


STEPHANIE MERCIER
Notary Public, State of New York
No. 4607437
Qualified in New York County
Commission Expires March 10, 1997

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

APPROVED
AND
FILED

1996 JUN 10 AM 10:11

RECEIVED FEB 2 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra H. Northrup 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 NDRG ROSEMONT LIMITED COMPANY 4030 DIJON DRIVE ORLANDO FL 32808		DOCUMENT #L95000000205	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		1a. Principal Place of Business Address 4030 DIJON DRIVE ORLANDO FL 32808	
2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 03/09/1995 4. FEI Number 59-3305541 5. Date of Last Report	
7. Name and Address of Current Registered Agent HUMPHRIES, J. GREGORY 201 E. PINE ST. SUITE 701 ORLANDO FL 32801		3a. State of Formation FL <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable 6. Certificate of Status Desired <input type="checkbox"/> No Additional Fee Required	
8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Applicable) Suite, Apt. #, etc. City Zip Code		300001853895 -06/12/96--01066--011 ****238.75 ****238.75 FL	
9. Pursuant to the provisions of Sections 606.410 and 606.508, 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 _____		DATE _____	
(Registered Agent Accepting Appointment) (If 11. Registered Agent signature required when reappointing)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	BERMAN, STUART R	4030 DIJON DR.	ORLANDO FL
MGRM	UNGER, RONALD L	4030 DIJON DR.	ORLANDO FL
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: <i>Stuart R. Berman - Member</i>		4/23/96 (407) 292 6468	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGER OR MEMBER (If a Manager)			

DEBIT MEMORANDUM

TO : L 9500000205
DEPARTMENT OF STATE

FOR OFFICIAL USE
DATE NUMBER

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	
TRUST	238.75	ACCOUNT CLOSED	2	2
OTHER		UNCOLLECTED FUNDS	3	
TOTAL	238.75	OTHER	4	

CROSS REF	SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	4	238.75

GRAND TOTAL: \$ 238.75

Process Date: 06/19/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer

RECEIVED
JUN 20 1996

[illegible]

20/00/203 020 100000444 D32-06 1003000044

20

02/08 10514 800-5239498>0630000477
GENIAL INC 07 110514 06-13 JAX FL
50 WEST ST N.Y.C. N.Y.

02/08/93

02/08/93 100000

ENDORSE
DEPT OF STATE 4500453
FOR DEPOSIT ONLY
-06/12/96--01066--011
*****238.75
DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE
10 10

0040000

ARTICLES OF DISSOLUTION

FOR

RIO DE LA PLATA EXPEDITION - 1995, L.C.
A Florida Limited Liability Company

26 AUG -9 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the limited liability company is Rio de la Plata Expedition - 1995, L.C.,
2. The limited liability company was organized under the laws of the State of Florida and assigned document number L9500000419 by the Florida Department of State.
3. The limited liability is hereby dissolved pursuant to Florida Statutes §608.441 and the expiration of the period stated in Article II of the Articles of Organization.
4. All debts, obligations and liabilities of the limited liability company have been paid or discharged.
5. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
6. There are no suits pending against the company in any court.
7. Pursuant to Article XIII of the Articles of Organization, the Managing Director has the authority, under a power of attorney coupled with and interest agreed to by all members, to execute all documents that may be required to effectuate the dissolution and termination of the Company. The effective date of the limited liability company's dissolution is the date of filing these Articles of Dissolution with the Florida Department of State.

Managing Director ^{Delaware}
Crystals, Inc., a Florida corporation

By: Melvin A. Fisher
Authorized Officer
Melvin A. Fisher, President
For all Members under Power of
Attorney in the Articles of
Organization

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 6th day of August, 1996, by Melvin A. Fisher, as President of Crystals, Inc., who is personally known to me and who did take an oath.



GRETA E. PHILIPS-FORD
My Comm. Exp. 7-13-98
Bonded By Service Ins
No. CC392030
I Personally Know () Not Known ()

[Signature]
Notary Public
My Commission expires:

DIVISION OF CORPORATIONS
ORIGINAL DOCUMENT REQUEST FORM

Roll Number	Document Number	Document Type	Validation Information			AR's Only Bank In-House	File Date
			Date	Batch/Seq.	Amount		
2-1581	6-95000000705						

Reason(s) for Request:

Debit Memo Info - with copies of returned check and cancellation letter was filmed in error by Melinda.

Temporary Withdrawal

Permanent Withdrawal

Name of Requestor: Melinda L. Histon	Section: Bureau Chief's Office	Extension: 487-6041	Time/Date: 10:30 8-29-96
Filing Bureau Approval:	Commercial Records Management Approval:		
Signature at Delivery: Eloise McKnight		Time/Date: 10:30 8-29-96	
Signature when returned:		Time/Date:	

Any request not properly completed will be returned.

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO :
DEPARTMENT OF STATE

L 9500000 0205

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	238.75	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	238.75	OTHER	4

CROSS REF	SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	4	238.75

GRAND TOTAL: \$ 238.75

700004 - A

#

238.75

#

253.75

000001942080
-09/09/96-01026-012
****253.75 ****253.75

Process Date: 06/19/96

The above named fund(s) has been reduced by the amount of
this check(s) under authority of Section 215.34, F.S.

State Treasurer