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March 14, 1995

BY FEDERAL EXPRESS

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Corporate Records

RE: 1428 Collins Co., L.C.

Dear Sir/Madam:

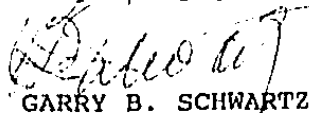
Enclosed for filing are the Articles of Organization, the Certificate of Registered Agent and the Affidavit of Capital Contributions for the above captioned Florida limited liability company. Also enclosed is a check in the amount of \$337.50 to cover the filing fees and one certified copy.

An extra set of the documents is provided herewith for certification.

All correspondence concerning this matter should be directed to the undersigned. Should you have any questions, please call me.

Thank you for your cooperation and assistance.

Very truly yours,

  
GARRY B. SCHWARTZ

GBS/kh  
Enclosures

NANCY HENDRICKS MAR 17 1995

**ARTICLES OF ORGANIZATION of  
1428 COLLINS CO., L.C.**

FILED  
95 MAR 1 1960  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned initial Member, does hereby execute these Articles of Organization of 1428 Collins Co., L.C., for the purpose of forming a Limited Liability Company, under and pursuant to the provisions of the Florida Limited Liability Company Act, as contained in Chapter 608 of the Florida Statutes, (the "Act").

**ARTICLE I - NAME**

The name of this limited liability company (the "Company") is:       **1428 Collins Co., L.C.**

**ARTICLE II - DURATION**

The Company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, and shall continue for a maximum period of thirty (30) years therefrom, unless otherwise terminated prior thereto by with law or in accordance with these Articles.

**ARTICLE III - PURPOSE OF ORGANIZATION**

The Company is organized for the purposes of receiving, buying, acquiring, owning, developing, improving, renting, selling, leasing and/or in any other manner dealing with real and personal property located within the State of Florida, and for engaging in any and all other lawful activities and businesses limited liability companies are permitted to engage in under the laws of the United States and of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

#### **ARTICLE IV - PRINCIPAL OFFICE**

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

10556 N.W. 26th Street - Unit D 102  
Miami, Florida 33172

#### **ARTICLE V - INITIAL REGISTERED AGENT**

The name and address of the initial Registered Agent of the Company is:

Al Valencia  
10556 N.W. 26th Street - Unit D 102  
Miami, Florida 33172

#### **ARTICLE VI - ADMISSION OF NEW MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of or by the written consent of a majority of the existing Members of the Company. Any person admitted to membership of the Company as provided in this Article shall become a member upon payment of the capital contribution as established by the Members, and upon such person's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations and guidelines as the existing Members may have from time to time determined.

#### **ARTICLE VII - INTERESTS OF MEMBERS**

An assignee of a Member's interest in the Company shall become a Member of the Company upon the affirmative vote of, or the written consent of, a majority of all of the Members (excluding the Member seeking to transfer his interest in the Company), provided the assignee otherwise complies with the Regulations of the Company and agrees to abide by the Articles of Organization, the

Regulations and such other documents, statutes, rules, regulations and guidelines as the existing Members may have from time to time determined.

#### ARTICLE VIII

##### CONTINUATION OF BUSINESS UPON TERMINATION OF MEMBERSHIP

In the event of 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 Company, the remaining Members shall be entitled to continue the business of the Company provided that not less than a majority in number and capital interests then remaining shall have agreed to do so in writing or by a meeting of Members duly called for such purpose.

#### ARTICLE IX - MANAGEMENT OF THE COMPANY

A. Management - Management of the Company shall be by a Manager who shall be elected annually by the Members of the Company in the manner set forth in the Company's Regulations and who shall have the duties and authority accorded the Manager in the Company's Regulations. The number of Managers may from time to time be increased or decreased, or the management of the Company may be entirely vested in the Members in proportion to their capital interests if done pursuant to the procedure stated in the Regulations of the Company.

B. Initial Manager - In order to facilitate the operation of the Company, the following named person is designated as the Manager of the Company until the first annual meeting of Members or until his successor is elected and qualified:

Jim Perez  
10556 N.W. 26TH ST., #D-102  
MIAMI, FL 33172

**ARTICLE X - RETURN OF CAPITAL**

No Member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations.

**ARTICLE XI - AMENDMENT TO THE ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization by the affirmative vote of a majority of all the Members of the Company at a duly called meeting of the Members or by the written consent of a majority of the Members.

**ARTICLE XII - AMENDMENT OF REGULATIONS**


The Members of the Company may adopt, alter, amend or repeal any provision of the Regulations of the Company by the affirmative vote of a majority of all the Members at a duly called meeting of the Members or by the written consent of a majority of the Members.

IN WITNESS WHEREOF, I have executed these Articles of Organization as an initial member of this limited liability company this 14<sup>th</sup> day of March, 1995.

Jim Perez  
Jim Perez, Initial Member

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as Registered Agent to accept service of process for 1428 Collins Co., L.C., a Florida limited liability company, at the place set forth in the Articles of Organization, I hereby agree to act in that capacity, and I further state that I am familiar with and accept the obligations imposed upon me as such Registered Agent.

  
\_\_\_\_\_  
Al Valencia, Registered Agent

Date: 3<sup>rd</sup>, 1995

127/1428coll/articles.llc

FILED  
MAR 13 1995  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
IN FLORIDA  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned initial member of 1428 Collins Co., L.C., a Florida limited liability company (the "Company"), who, be first duly sworn according to law, hereby certifies and declares that:

1. The Company has at least two (2) members.
2. As of the Date hereof, the amount of capital contributions to the Company made by the members is one hundred dollars (\$100.00). The members have made no contributions to the capital of the Company other than cash.
3. The anticipated amount of additional capital anticipated to be contributed by the members will be one hundred seventy five thousand dollars (\$175,000.00).

Further Affiant sayeth naught.

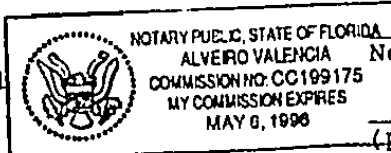
Under penalties of perjury, the undersigned affiant/initial member of the Company declares that the foregoing facts are true to the best of his knowledge and belief.

Jim Perez  
Jim Perez, Initial Member

STATE OF FLORIDA :  
COUNTY OF DADE : SS.

The foregoing instrument was acknowledged before me this 14, day of March, 1995, by Jim Perez as an initial member of 1428 Collins Co., L.C., a Florida limited liability company in formation. He/she is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

Seal




Notary Public

(print or type name)

# 2nd NOTICE:

Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstato: \$738.75

APPROVED  
11/10/93

<b>LIMITED LIABILITY COMPANY</b> <b>ANNUAL REPORT</b> <b>1996</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra D. Morham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILING FEE</b> <b>\$ 263.75</b>		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
<b>1. Name and Mailing Address of Limited Liability Company</b> <b>DOCUMENT # L95000000214</b> 1428 COLLINS CO., L.C. 10556 N.W. 26TH ST. UNIT D-102 MIAMI FL 33172		<b>1a. Principal Place of Business Address</b> 10556 N.W. 26TH ST. UNIT D-102 MIAMI FL 33172	
If above mailing address is correct in any way, line through incorrect information and enter correction in Block 2a			
<b>2. Principal Place of Business</b> Suite, Apt #, etc. City & State Zip Country		<b>2a. Mailing Address</b> Suite, Apt #, etc. City & State Zip Country	
<b>3. Date Organized or Qualified</b> 03/16/1995		<b>3a. State of Formation</b> FL	
<b>4. FEI Number</b> 65-0571819		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
<b>5. Date of Last Report</b>		<b>6. Certificate of Status Desired</b> <input type="checkbox"/> \$5.75 Additional Fee Required	
<b>7. Name and Address of Current Registered Agent</b> VALENCIA, AL 10556 N.W. 26TH ST. UNIT D-102 MIAMI FL 33172		<b>8. Name and Address of New Registered Agent</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt #, etc. City FL Zip Code	
<b>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</b>			
SIGNATURE _____		DATE _____	
<small>(Registered Agent Accepting Appointment) (R311) (Registered Agent out of state print address)</small>			
<b>10. Title</b> MGR	<b>Managing Members/Managers</b> PEREZ, JIM	<b>Business Street Address</b> 10556 N.W. 26TH ST., #D-102	<b>City, State and Zip Code</b> MIAMI FL 300001874019 -06/25/96--01002--022 ****263.75 ****263.75 A.A. 6-19-90
<b>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</b>			
<b>SIGNATURE:</b> _____		Date _____	