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March 14, 1995

95 MAR 17 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:

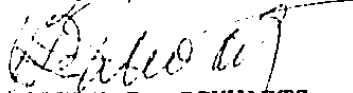
Enclosed for filing are the Articles of Organization, the Certificate of Registered Agent and the Affidavit of Capital Contributions for the above captioned Florida limited liability company. Also enclosed is a check in the amount of \$337.50 to cover the filing fees and one certified copy.

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 1995
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
-3-

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

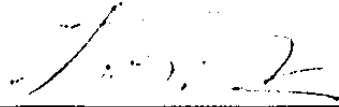
The Members of the Company may adopt, alter, amend or repeal any provision of the Regulations of the Company by the affirmative vote of a majority of all the Members at a duly called meeting of the Members or by the written consent of a majority of the Members.

IN WITNESS WHEREOF, I have executed these Articles of Organization as an initial member of this limited liability company this 1st 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: 3rd, 1995


127/1428coll/articles.llc

FILED
MAR 13 1995
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

2nd NOTICE:

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

APPROVED
 JUN 19 11:10:03
 FLORIDA DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra D. Mortham Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 263.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Home and Mailing Address of Limited Liability Company 1428 COLLINS CO., L.C. 10556 N.W. 26TH ST. UNIT D-102 MIAMI FL 33172		DOCUMENT # L95000000214 1a. Principal Place of Business Address 10556 N.W. 26TH ST. UNIT D-102 MIAMI FL 33172	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a			
2. Principal Place of Business Suite, Apt #, etc City & State Zip Country		2a. Mailing Address Suite, Apt #, etc City & State Zip Country	
3. Date Organized or Qualified 03/16/1995		3a. State of Formation FL	
4. FEI Number 65-0571819		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> \$0.75 Additional Fee Required	
7. Name and Address of Current Registered Agent VALENCIA, AL 10556 N.W. 26TH ST. UNIT D-102 MIAMI FL 33172		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt #, etc City FL Zip Code	
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 _____ <small>(Registered Agent Accepting Appointment) (Registered Agent only if an individual who is not a member)</small>		DATE _____	
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	PEREZ, JTM	10556 N.W. 26TH ST., #D-102	MIAMI FL
			900001874019 -06/25/96--01002--022 ****263.75 ****263.75 A.A. 6-19-90
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: _____ <small>(SIGNATURE AND TITLE OF REGISTERED NAME OF REGISTERED MANAGER OR MANAGING MEMBER)</small>		Date _____	