

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-142-8086

L95000000231

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0011000000000000

*****4401005

03/22/95-01/02/96-01/2

****285.00 ****285.00

REFERENCE : 000120 140000A

AUTHORIZATION :

COST LIMIT : 5

ORDER DATE : Nov 16, 1995

ORDER TIME : 10:25 AM

ORDER NO. : 004202

CUSTOMER NO: 149000A

CUSTOMER: Jay A. Hershoff, Esq.
HERSHOFF AND DEFOUR, P.A.
Second Floor
90100 Old Highway
Tavernier, FL 33070

DOMESTIC FILING

L 95000000231
JPB

NAME: ~~JPB~~ PROPERTIES, L.L.C.

FILING 250

R. AGENT 35

C. COPY

TOTAL 285

N. BANK

BALANCE DUE

REFUND

XX ARTICLE OF ORGANIZATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

EFFECTIVE DATE
3-16-95

INITIAL FILING NO. 0011000000000000

EXAMINER NO. 0011000000000000

Name unavailable
(2) Affidavit not attached. (Please see one I have attached)

EFFECTIVE DATE
FILED 3-76-95

95 MAR 23 PM 1:05

ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
JIPB PROPERTIES, L.C.

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, ("Act") for a Florida limited liability company ("Company") pursuant to the Act and hereby set forth the following Articles of Organization ("Articles"):

ARTICLE I

NAME

The name of this Company shall be: JIPB Properties, L.C.

ARTICLE II

Commencement Date and Duration

This Company shall commence on the date of subscription and acknowledgement, which is set forth in the last paragraph, in accordance with the provisions of Section 608.409(3)(a) of the Act, and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

ARTICLE III

Purposes

This Company is created and formed for the purpose of engaging in all lawful business authorized for a Company pursuant to Section 608.403 of the Act, including without limitation, the acquisition, development, marketing, leasing and improving of vacant land and other real property

ARTICLE IV

Place of Business

The principal place of business of this Company shall be 90130 Old Highway, Tavernier, Florida, and such other place or places as may be designated by the members from time to time.

ARTICLE V

Registered Agent and Office

The initial registered agent for this Company shall be Jay Hershoff, Esq., and the address of the registered agent for service of process shall be 90130 Old Highway, Tavernier, Florida 33070.

ARTICLE VI

Capital Contribution

(A) Initial Capital. The initial capital of this Company shall consist of the sum of cash of One Thousand Dollars (\$1,000.00).

(B) Additional Capital Contribution. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members of in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(C) Return of Capital. The capital contributions of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII

Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by vote of a majority in interest of the members.

ARTICLE VIII

Continuation of Business

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX

Management of Business

The Management of this Company shall be vested entirely in its members. The name and address of its initial members are as follows:

<u>Name</u>	<u>Address</u>
1. John Powers	1046 State Highway 325 Rifle, CO 81650
2. Jaromir Babicka	387 Wheeler Place Haworth, NJ 07641

ARTICLE X

Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI

Property

(A) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(B) Title. The title to all property of the Company shall be held in the name of this Company.

(C) Conveyance. The members(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by members holding a majority in interest of this Company. The signatures and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the member is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

IP B PROPERTIES, L.C.

By

John Powers, as Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII

Amendments

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411(2) of the Act.

ARTICLE XIII

Regulations

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provision of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

ARTICLE XIV

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of this Company except by vote of a majority in interest of the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 16th day of March, 1995.

John Powers
JOHN POWERS

Jaromir Babicka
JAROMIR BABICKA

STATE OF Colorado
COUNTY OF Garfield

BEFORE ME, the undersigned authority, personally appeared JOHN POWERS, to me known to be the person described in and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at City of Rifle this 16th day of March, 1995.


NOTARY PUBLIC

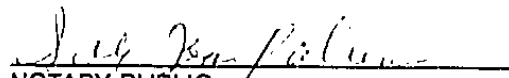
My Commission Expires: 11-15-97

Printed Name: Betty Rae McKee

STATE OF New Jersey
COUNTY OF Bergen

BEFORE ME, the undersigned authority, personally appeared JAROMIR BABICKA, to me known to be the person described in and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at City of Clawson this 17th day of March, 1995.


NOTARY PUBLIC

My Commission Expires:

Printed Name: SALLY JEAN SALVIOLLO

SALLY JEAN SALVIOLLO
NOTARY PUBLIC
My Commission Expires: 11-15-97

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-state Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 3/20/95



JAY HERSHOFF, ESQ.

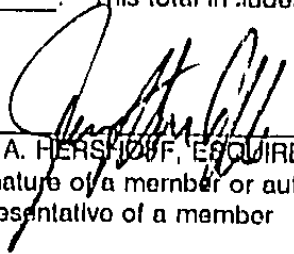
FILED
95 MAR 23 PM 1:00
FBI

FILED
95 MAR 20 1995

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of JPB PROPERTIES, L.C., deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00. 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 \$ 100,000.00. This total includes amounts from 2 and 3 above.




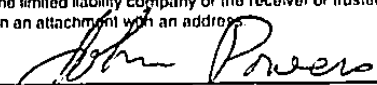

JAY A. HERSHOFF, ESQUIRE
Signature of a member or authorized
representative of a member

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

APPROVED
AND
FILED

96 JUN 12 AM 10:53

STATE
FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS	
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 JPB PROPERTIES, L.C. 90130 OLD HIGHWAY TAVERNIER FL 33070		DOCUMENT #L95000000231	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.		1a. Principal Place of Business Address 90130 OLD HIGHWAY TAVERNIER FL 33070	
2. Principal Place of Business Same Suite, Apt. #, etc.		2a. Mailing Address Suite, Apt. #, etc.	
City & State		City & State	
Zip		Zip	
Country		Country	
3. Date Organized or Qualified 03/16/1995		3a. State of Formation FL	
4. FEI Number 58-2169885		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applied In	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> No Additional Fee Required	
7. Name and Address of Current Registered Agent HERSHOFF, JAY 90130 OLD HIGHWAY TAVERNIER FL 33070		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 _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when the statement is filed)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	POWERS, JOHN	1046 STATE HWY. 325	RIFLE CO
MGRM	BABICKA, JAROMIR	387 WHEELER PLACE	HAWORTH NJ
			900001867829 -06/19/96--01137--001 ****263.75 ****263.75
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: 		Date: 6/4/96 	
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER			