

LAW OFFICE OF
GENE REITMAN
600 N.E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33304
HOWARD (PHONE) 467-8716
FAX (PHONE) 763-4056

L950000000305

March 23, 1995

VIA FEDERAL EXPRESS
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32314

900001489689
-03/24/95--01113--017
****337.50 ****337.50

RE: 514 Pierce Realty, L.L.C.
Our File No.: 6010.01

Dear Sir/Madam:

Enclosed herewith please find the original Articles of Organization; Affidavit of Membership; and, Notice of Designation of Registered Agent and Acceptance for 514 Pierce Realty, a limited liability company. Please process these documents establishing 514 Pierce Realty, L.L.C. as a Florida limited company. Our check in the amount of \$337.50 has been enclosed to cover the processing fee. Please return the certified copies of the enclosed documents to the undersigned at 600 Northeast Third Avenue, Fort Lauderdale, Florida 33304.

Sincerely,


GENE REITMAN, ESQUIRE

GR:ap

Enclosures: Articles of Organization
Affidavit of Membership
Registered Agent & Acceptance
Check No. 4403 @ \$337.50

APR 2 8 1995
H. SIMS MAR 2 8 1995

cc: Michael L. Faltischek, Esq.

\\6010.01\divcorp1.1tr

100-1124
CHS
1124
1124
1124



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

March 28, 1995

GENE REIBMAN, ESQUIRE
600 NE 3RD AVE
FT LAUDERDALE, FL 33304

SUBJECT: 514 PIERCE REALTY, L.L.C.
Ref. Number: W95000006750

FILED
MAR 30 1995
FBI

We have received your document for 514 PIERCE REALTY, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the periods as punctuation must be included in the suffix.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 695A00013871

ARTICLES OF ORGANIZATION
OF
514 PIERCE REALTY, L.C.

I, Stuart A. Lewis, being a natural person of at least eighteen (18) years of age and a member ("Member") of the limited liability company hereby being formed under the Limited Liability Company Law of the State of Florida (the "LLCL"), certifies that:

FIRST: The name of the limited liability company is 514 PIERCE REALTY, L.C. (the "Company").

SECOND: The term of the Company shall continue until March 31, 2015, unless dissolved before such date in accordance with the LLCL.

THIRD: The mailing address of the Company is: 17110 Grand Bay Drive, Boca Raton, Florida 33496.

FOURTH: The street address of the principal office of the Company is 514 North U.S. One, Fort Pierce, Florida 34950.

FIFTH: The Company shall have the power to admit one (1) or more additional Members to the Company by the unanimous consent of all the then existing Members. The term and conditions of any additional membership will be defined, at the time of admission of the additional Member(s), by the unanimous consent of all the then existing Members.

SIXTH: In the case of death, resignation, retirement, 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 Company may survive and the remaining Members may continue the business of the Company if the remaining Members give their unanimous consent to such a continuation.

SEVENTH: The Company will be managed by one or more managers. Upon formation of the Company, the name and address of the manager of the Company is:

Stuart A. Lewis
320 Annandale Drive
Syosset, New York 11791

Stuart A. Lewis will serve as the manager of the Company until the Members of the Company elect and qualify a successor manager.

EIGHTH: The initial Registered Agent is Gene Reibman, Esquire, 600 N.E. Third Avenue, Fort Lauderdale, Florida, 33304.

NINTH: The registered office of the Company is 600 N.E.

Third Avenue, Fort Lauderdale, Florida 33304.

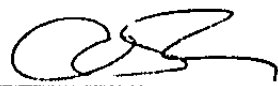
IN WITNESS WHEREOF, I have subscribed this certificate and do hereby affirm the foregoing as true under the penalties of perjury, this 7 day of April, 1995.


STUART A. LEWIS, Member

NOTICE OF ACCEPTANCE OF DESIGNATION OF REGISTERED
AGENT OF 514 PIERCE REALTY L.C.

The undersigned accepts the above appointment as registered agent for 514 PIERCE REALTY L.C.

Dated at Fort Lauderdale, Florida this 14 day of April, 1995.


GENE REIBMAN, ESQUIRE
600 Northeast Third Avenue
Fort Lauderdale, Florida 33304
Broward: (305) 467-8715
Florida Bar No: 289140

FILED
MAR 15 1995
CLERK OF COURT
NEW YORK COUNTY

AFFIDAVIT

I, Stuart A. Lewis, being a member of 514 PIERCE REALTY, L.C. (the "Company"), declare the following facts to be true as of the date of formation of the Company.

1. The Company has at least two Members.
2. Actual amount of cash contribution is: \$ 800.
3. Agreed value of any property other than cash contributed is: \$ 0.
4. Total amount of cash or property anticipated to be contributed by the Members is: \$ 0.

Stuart A. Lewis
STUART A. LEWIS, Member

STATE OF NEW YORK)
) S.S.:
COUNTY OF NEW YORK)

On the 11th day of April, 1995, before me personally came STUART A. LEWIS, to me known, and known to me to be the same person described in and who executed the foregoing instrument and acknowledged to me that he executed the same.

Anne Marie Luckman
NOTARY PUBLIC

6010\AFFIDAV

ANNE MARIE LUCKMAN
Notary Public, State of New York
No. 30-4808198
Qualified in Nassau County
Certificate Filed in New York County 96
Commission Expires December 31, 19