

4/24/95 11:30 AM
195000004567
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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1492 W FLAGLER
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MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: 1615 WASHINGTON AVENUE PROPERTIES, L.C.
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95 APR 24 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Guillermo Sostchin
FLA BAR 125828
241 SW 27 AVE. 2FL
MIAMI, FL 33135
(305) 644-1312

6

ARTICLES OF INCORPORATION
OF

1515 WASHINGTON AVENUE PROPERTIES, L.C.

In consideration of the mutual covenants contained in these Articles of Incorporation, the undersigned members do hereby form a limited liability company pursuant to Chapter 608 of the Florida Statutes:

ARTICLE I

The name of the limited liability company shall be 1515 WASHINGTON AVENUE PROPERTIES, L.C.

ARTICLE II

This limited liability company shall commence existence on the date of execution and acknowledgement of these Articles, and shall continue for a period of thirty (30) years from the above date unless earlier dissolved by the members as set forth in Article XI.

ARTICLE III

This limited liability company is organized for the purpose of acquiring, developing, operating, holding for investment and selling or otherwise disposing of real estate, either directly or indirectly, including, but not limited to, serving as a General or Limited Partner, joint venturer, or in a similar capacity, and to engage in such related businesses as may be agreed on by the members. Additionally, this limited liability company may engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

The address of the principal place of business of this limited liability company in the State of Florida shall be c/o Guillermo Sostchin, 291 S.W. 27th Avenue, Second Floor, Miami, Florida 33135, and such other place or places as may be agreed on by the members. The initial registered agent of this limited liability company shall be, Guillermo Sostchin, Esq., whose address is 291 S.W. 27th Avenue, Second Floor, Miami, Florida 33135.

ARTICLE V

The total amount of cash contributed to the limited liability company is \$1,000.00 the capital contribution of each member is:

Guillermo Sostchin and Henrietta Sostchin as husband and wife	94.45%	944.50
Grace Vives	5.55%	55.50
Total:	100.00%	\$1,000.00

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ARTICLE VI

The members agree that none of the members are required to make any other additional contributions.

ARTICLE VII

The admission of new members to the limited liability company shall be permitted upon such terms and conditions as may be approved by a majority vote of the profit and loss sharing ratios of the members.

ARTICLE VIII

On 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 limited liability company, the limited liability company shall be dissolved; provided, the remainder members may continue the business of the limited liability company by a unanimous vote of the profit and loss sharing ratios of the remaining members.

ARTICLE IX

The management of the limited liability company is reserved to the members who shall vote in proportion to their profit and loss sharing ratios. The names and addresses of the members are as set forth in the signature section of these Articles.

ARTICLE X

The title to all limited liability company property shall be held in the name of the limited liability company. All property originally paid or brought into or transferred to the limited liability company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of the limited liability company, shall be property of this limited liability company.

ARTICLE XI

The limited liability company shall be dissolved on the happening of any of the following events:

- (1) Termination of the term specified in Article II.
- (2) The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or the occurrence of any other event which terminated the continued membership of a member unless the business is continued as provided in Article VIII.
- (3) The unanimous agreement of the members.

ARTICLE XII

The limited liability company shall be managed by a manager whose name and address is set forth herein, as manager until the first annual meeting, to wit: Guillermo Sostchin, 291 S.W. 27th Avenue, Miami, Florida. If at the annual meeting no motion is made to substitute the managing partner, then the managing partner shall remain until the following annual meeting.

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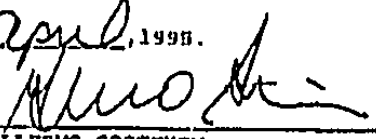
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CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE
OF REGISTERED AGENT

1515 WASHINGTON AVENUE PROPERTIES, L.,C. desiring to organize as a limited liability company pursuant to Florida Statutes, with its registered office as indicated in its' Articles of Organization, has named Guillermo Sostchin as its registered agent within the state.

Having been named registered agent for the above stated limited liability company at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative thereto.

Dated this 17th day of April, 1998.



GUILLERMO SOSTCHIN

H9500000 4567

H9500000 4567

A F F I D A V I T

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

REFORM ME, personally appeared, GUILLERMO BOSTCHIN who after being duly sworn deposes and states as follows:

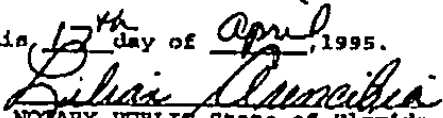
- 1. That I am a member of 1515 Washington Avenue Properties, L.C., a Limited Liability Corporation.
- 2. That this liability company has at least two (2) members.
- 3. That the actual cash contributed to this company is \$1,000.00.
- 4. That there are no other property other than cash contributed.
- 5. That the total amount of cash or property anticipated to be contributed by the members is \$1,000.00.

FURTHER AFFIANT SAYETH NAUGHT.



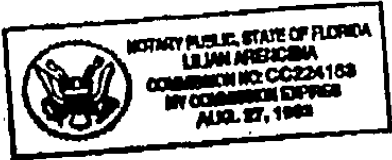
 GUILLERMO BOSTCHIN
 Member

SWORN TO AND SUBSCRIBED before me this 17th day of April, 1995.



 NOTARY PUBLIC State of Florida

My Commission expires:



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 95 APR 24 PM 4:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

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96 FEB 19 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE
\$ 238.75

Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

DOCUMENT #L95000000311

1 Name and Mailing Address of Limited Liability Company
1515 WASHINGTON AVENUE PROPERTIES, L.C.
291 S.W. 27TH AVENUE
SECOND FLOOR
MIAMI FL 33135

1a. Principal Place of Business Address
291 S.W. 27TH AVENUE
SECOND FLOOR
MIAMI FL 33135

Handwritten: 2-23

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
04/24/1995

3a. State of Formation
FL

4. FET Number
 Applied For
 Not Applicable

5. Date of Last Report

6. Certificate of Status Desired
 Additional Fee Required

7. Name and Address of Current Registered Agent
BOSTCHIN, GUILLERMO
291 S.W. 27TH AVENUE
SECOND FLOOR
MIAMI FL 33135

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City Zip Code
FL

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 *[Signature]* DATE *2/15/96*

(Registered Agent Accepting Appointment) (FET) (Registered Agent signature required when re-instating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	BOSTCHIN, GUILLERMO	291 S.W. 27TH AVE.	MIAMI FL

000001723540
-02/25/96--01011--010
***238.75 ***238.75

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: *[Signature]* *2/15/96 (305) 641-1312*