

LAW OFFICES
RAYMOND & BAUMEL
PROFESSIONAL ASSOCIATION
1200 NORTH FEDERAL HIGHWAY, SUITE 411
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & BAUMEL, P.A.
2901 OCEAN DRIVE, SUITE 302 B
VERO BEACH, FLORIDA 32903
TELEPHONE (407) 234-5700
TELECOPIER (407) 234-4663

TELEPHONE (407) 368-2151
TELECOPIER (407) 368-4668

MICHIKAN OFFICE: RAYMOND & BAUMEL, P.A.
805 NORTH WOODWARD AVENUE, SUITE 200
BLOOMFIELD HILLS, MICHIGAN 48304
TELEPHONE (810) 642-2522
TELECOPIER (810) 254-2001

OUR FILE NUMBER:

April 28, 1995

L96000000357

VIRGIL R. BERNER, PRIME
Secretary of State
Division of Corporations
109 East Gaines Street
Tallahassee, FL 32399

700001472627
-05/03/95--01032--015
****337.50 ****337.50

Re: JCS PROPERTIES, L.C.

Dear Sir/Madam:

Enclosed for filing are the Articles of Organization for the above-referenced limited liability company along with a check in the amount of \$337.50 to cover fees as follows:

Filing Fee	\$250.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>

TOTAL: \$337.50

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

RAYMOND & BAUMEL, P.A.

John J. Raymond, Jr.
John J. Raymond, Jr.

Enclosures

1015-9542
MA-ADD
05/03/95 06:27 00211

JK



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

May 8, 1995

RAYMOND & BAUMEL
1200 N. FEDERAL HWY, SUITE 411
BOCA RATON, FL 33432

SUBJECT: JCS PROPERTIES, L.C.
Ref. Number: W95000009592

We have received your document for JCS PROPERTIES, L.C. and check(s) totalling \$337.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain the names and street addresses of the members or managers of the limited liability company.

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) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 195A00022550

ARTICLES OF ORGANIZATION

OF

JCS PROPERTIES, L.C.

The undersigned acting as organizer of JCS PROPERTIES, L.C., under the Florida Limited Liability Company Act, adopt the following Articles of Organization for said limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be JCS PROPERTIES, L.C., (the "LLC").

ARTICLE II DURATION

This LLC shall exist perpetually, unless dissolved according to law or as set forth in the LLC's Operating Agreement.

ARTICLE III PURPOSE

The LLC is organized pursuant to the Florida Limited Liability Company Act for the purpose of conducting any lawful activity in Florida, with the powers described in the Florida Limited Liability Company Act and as set forth in the LLC's Operating Agreement.

ARTICLE IV BUSINESS ADDRESS AND REGISTERED AGENT

The address of the place of business in this State of the LLC shall be 777 Bayshore Drive, #1703, Ft. Lauderdale, FL 33304. The name and address of the LLC's initial registered agent shall be Jack C. Stein, located at 777 Bayshore Drive, #1703, Ft. Lauderdale, FL 33304.

ARTICLE V MEMBERS AND CONTRIBUTIONS

(a) The following are the members of the LLC and their initial contribution:

Jack C. Stein
777 Bayshore Drive
#1703
Ft. Lauderdale, FL 33304

Jack C. Stein, Trustee of
Jack C. Stein Declaration
of Trust u/a/d 4/9/92
777 Bayshore Drive
#1703
Ft. Lauderdale, FL 33304

(b) The members have not agreed to make any additional contributions, but may agree to do so in the future upon the terms and conditions set forth in the Operating Agreement of the LLC.

ARTICLE VI ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the LLC upon the unanimous consent of all members in writing and then only upon the condition that a new member be bound by and become party to the Operating Agreement of the LLC.

ARTICLE VII DISSOLUTION, CONTINUATION

The members shall have the right to continue the LLC upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the membership of a member in the LLC, so long as the remaining members agree to continue the LLC.

ARTICLE VIII MANAGEMENT

The LLC is to be managed by a Manager or Managers. The name and address of the initial Manager of the LLC who shall serve as Manager until a successor is elected and qualified is:

Jack C. Stein, 777 Bayshore Drive, #1703, Ft. Lauderdale, FL 33304

The Manager may be removed and replaced by the members, as provided in the Operating Agreement of the LLC. The Manager shall hold the offices and have the responsibilities accorded to him by the members as set out in the Operating Agreement of the LLC.

ARTICLE IX ADDITIONAL PROVISIONS

(a) All members of the LLC shall be entitled to vote on matters relating to the LLC per capita and not in proportion to their contributions to the capital of the LLC unless as otherwise set forth in the Operating Agreement of the LLC.

(b) Management decisions shall be made by majority vote of the members except that the affirmative vote of two-thirds of the members shall be required to approve a consolidation or merger into or with another limited liability company, a partnership, a corporation, a business trust, or any other entity; sale of substantially all of the assets; or any transaction not in the ordinary course of business which shall cause the business of the LLC to be terminated or which shall require amendment to the Articles of Organization.

(c) The effective date of this limited liability company shall be upon the filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 18 day of APRIL, 1995.

By:

Jack C. Stein
Jack C. Stein

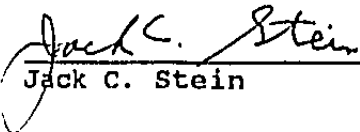
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 608.415 and 608.507, Florida Statutes, the following is submitted:

That JCS PROPERTIES, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 777 Bayshore Drive, #1703, Ft. Lauderdale, FL 33304 has named Jack C. Stein located at 777 Bayshore Drive, #1703, Ft. Lauderdale, FL 33304, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Jack C. Stein

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of JCS 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 \$ 100.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ 1,000,000.00. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 1,001,000.00. This total includes amounts from 2 and 3 above.

This Affidavit has been executed in accordance with §608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

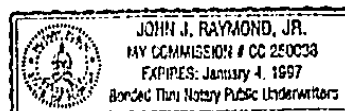
Jack C. Stein
Jack C. Stein

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Jack C. Stein, to me known to be the person described in and who executed the foregoing Articles of Organization of JCS PROPERTIES, L.C., and he acknowledged before me that he subscribed to these Articles of Organization.

WITNESS my hand and official seal in the County and State named above, this 18 day of APRIL, 1995.

John J. Raymond, Jr.
Notary Public
My Commission Expires:



**LEGAL DESCRIPTION
DEMISED PREMISES**

All that tract or parcel of land lying and being in Land Lot 12 of the 13th District of Clayton County, Georgia, being more particularly described as follows:

To find the POINT OF BEGINNING, commence at the intersection of the northern right-of-way of South West Street (said right-of-way being 30 feet) and the eastern right-of-way of Deacon Avenue (said right-of-way being 40 feet); thence northerly along the eastern right-of-way of Deacon Avenue north 00 degrees 15 minutes 36 seconds west a distance of 189.88 feet to a point, said point being the POINT OF BEGINNING. From the POINT OF BEGINNING thus established, thence northerly along the eastern right-of-way of Deacon Avenue north 00 degrees 15 minutes 36 seconds west a distance of 180.45 feet to a point; thence leaving said right-of-way north 88 degrees 56 minutes 24 seconds east a distance of 48.73 feet to a point; thence north 00 degrees 27 minutes 54 seconds east a distance of 212.88 feet to a point; thence north 01 degrees 46 minutes 45 seconds east a distance of 208.91 feet to a point; thence north 88 degrees 27 minutes 09 seconds east a distance of 260.28 feet to a point; thence south 01 degrees 15 minutes 04 seconds east a distance of 351.26 feet to a point; thence north 88 degrees 44 minutes 56 seconds east a distance of 1162.14 feet to a point along the western right-of-way of Central of Georgia Railroad (said right-of-way being 100 feet); thence southerly along said right-of-way and following the curvature thereof for an arc distance of 106.75 feet said arc being subtended by a chord of south 00 degrees 00 minutes 10 seconds east a chord distance of 106.74 feet to a point; thence following said right-of-way south 01 degrees 05 minutes 01 seconds west a distance of 248.97 feet to a point; thence leaving the right-of-way of Central of Georgia Railroad south 89 degrees 40 minutes 10 seconds west a distance of 1257.85 feet to a point; thence south 89 degrees 40 minutes 10 seconds west a distance of 225.78 feet to a point on the eastern right-of-way of Deacon Avenue, said point being the POINT OF BEGINNING.

Said tract containing 13.730 acres, more or less.

TOGETHER WITH an easement over and across other property of Landlord adjoining the above-described property on its northern side for the sole purpose of vehicular and pedestrian ingress to and egress from the above-described property.

LEGAL DESCRIPTION
EASEMENT PARCEL

All that tract or parcel of land lying and being in Land Lot 12 of the 13th District of Clayton County, Georgia, being more particularly described as follows:

BEGINNING at the intersection of the northern right-of-way of South West Street (said right-of-way being 30 feet) and the eastern right-of-way of Deacon Avenue (said right-of-way being 40 feet); thence northerly along the eastern right-of-way of Deacon Avenue north 00 degrees 15 minutes 36 seconds west a distance of 189.08 feet to a point; thence north 89 degrees 40 minutes 10 seconds east a distance of 225.78 feet to an iron pin; thence south 01 degrees 00 minutes 13 seconds west a distance of 183.5 feet to the northern right-of-way of South West Street; thence westerly along the northern right-of-way of South West Street south 88 degrees 00 minutes 34 seconds west a distance of 221.84 feet to the POINT OF BEGINNING.

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

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996
FLORIDA DEPARTMENT OF STATE
Sandra D. Morris
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
DOCUMENT #L95000000357

JCS PROPERTIES, L.C.
777 BAYSHORE DRIVE, # 1703
FT. LAUDERDALE FL 33304

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.

2. Principal Place of Business

2a. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

7. Name and Address of Current Registered Agent

STEIN, JACK C
777 BAYSHORE DRIVE, # 1703
FT. LAUDERDALE FL 33304

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

500001727455

-02/27/96--01005--029

****238.75 ****238.75

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

(Registered Agent Accepting Appointment)

(NOTE: Registered Agent signature required when reappointing)

DATE

10. Title

Managing Members/Managers

Business Street Address

City, State and Zip Code

MGRM STEIN, JACK C

777 BAYSHORE DRIVE, # 1703

FT. LAUDERDALE FL

MEM JACK C. STEIN DECLAR,

777 BAYSHORE DRIVE, # 1703

FT. LAUDERDALE FL

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 AND TYPE (OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER)

Date

Daytime Phone #