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May 22, 1995

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AIRBORNE EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

000001497140
-05/23/95--01114--003
****337.50 ****337.50

RE: MSB PROPERTIES, L.C.

Gentlemen:

Enclosed is the original and a duplicate copy of the Articles of Organization of the above proposed Limited Liability Company. The duplicate copy has been executed and acknowledged by the prospective Members of the Company in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy, certify and return it to the undersigned.

We request, upon filing of the Articles, that you call our office, collect, at 305-763-9330, to notify us that the Articles have been filed.

Our check in the amount of \$337.50 is also enclosed, representing the filing fee for the Limited Liability Company of \$250, for the Designation of Registered Agent of \$35, and the certified copy fee of \$52.50.

Very truly yours,

V. J. VOORHEIS
Of Counsel

VJV/slh
Enclosures

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6/1/1106
W92

ARTICLES OF ORGANIZATION
OF
MSB PROPERTIES, L.C.,
a Florida Limited Liability Company

FILED
95 JUN -1 PM 1:20
TALLAHASSEE, FLORIDA

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 603 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is MSB PROPERTIES, L.C.

ARTICLE II

DURATION

The existence of the Company shall commence as of the date these Articles of Organization are filed by the Department of State and shall continue for a period of thirty (30) years from that date, unless earlier dissolved in accordance with the provisions of Article VI herein.

ARTICLE III

ADDRESS

The mailing address and the street address of the principal office of the Company is 4875 North Federal Highway, Suite 204, Fort Lauderdale, Florida 33308.

ARTICLE IV

INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of the Company is MARION T. MARTIN at 4875 North Federal Highway, Suite 204, Fort Lauderdale, Florida 33308.

ARTICLE V

ADDITIONAL MEMBERS

Additional members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the Company, which consent may be unreasonably withheld.

ARTICLE VI

RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

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 business of the Company shall not be continued and the Company shall be dissolved unless all of the remaining Members of the Company unanimously agree to continue the business of the Company.

ARTICLE VII

MANAGEMENT

The management of the Company shall be vested in its managers, all of whom must be Members of the Company. Management shall initially consist of the three (3) individuals shown below who are to serve as managers until the first annual meeting of the Members or until their successors shall have been duly elected and qualified.

<u>Name</u>	<u>Address</u>
MARION T. MARTIN	4875 No. Federal Highway, #204 Fort Lauderdale, FL 33308
TERYLE J. BEYE	4875 No. Federal Highway, #204 Fort Lauderdale, FL 33308
KEVIN M. DONNELLY	4875 No. Federal Highway, #204 Fort Lauderdale, FL 33308

ARTICLE VIII

REGULATIONS

The regulation and management of the affairs of the Company shall be governed by the Regulations of the Company. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members of the Company.

AMENDMENTS

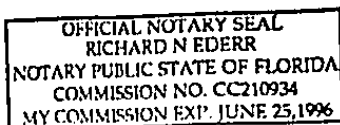
IN WITNESS WHEREOF, the undersigned have executed these
Articles of Organization this 18th day of May, 1995.

TERYLE J BEYE

KEVIN M. DONNELLY

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared MARION T. MARTIN, as a Member and as Registered Agent, and TERYLE J. BEYE and KEVIN M. DONNELLY, as Members, all of MSB PROPERTIES, L.C., a Florida Limited Liability Company, who are personally known by me or ~~who presented~~ and ~~respectively, as identification,~~ who executed the foregoing Articles of Organization, and each acknowledged, under oath, that he executed these Articles of Organization freely and voluntarily for the purposes therein stated.

WITNESS my hand official seal on this 18th day of May, 1995.



Notary Public Signature
Print Name Richard M. Ederr
Notary Commission No. CC 210934
My Commission Expires: 6/15/96

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of MSB PROPERTIES, L.C., a Florida Limited Liability Company, as made in the foregoing Articles of Organization, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of MSB PROPERTIES, L.C.

Date:

May 18, 1995



MARION T. MARTIN, Registered Agent

EXHIBIT A TO AFFIDAVIT

The following is the legal description of the real property referred to in Paragraph 3 of the Affidavit attached to the Articles of Organization of MSB PROPERTIES, INC., a Florida Limited Liability Company:

Parcels 1 through 11, SOUTHERN BUILDING CONDOMINIUM, according to the Declaration thereof, recorded in Official Records Book 6780, Page 1, of the Public Records of Broward County, Florida.