

1200 HAYS STREET  
TALLAHASSEE, FL 32304  
(904) 224-0991  
809-142-186

1950000621



PRESTIGE MAIL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 657557 6475A

AUTHORIZATION : *W/C [Signature]*

COST LIMIT : ~~999.00~~ 346.25

ORDER DATE : August 10, 1995

ORDER TIME : 8:03 AM

600001558306

ORDER NO. : 657557

CUSTOMER NO: 6475A

CUSTOMER: Adele I. Stone, Esq  
ATKINSON DINER STONE & COHEN

1946 Tyler Street  
Hollywood, FL 33020

(305) 925-5501

DOMESTIC FILING

EFFECTIVE DATE  
AUG 10 1995

NAME: 910 LINCOLN ROAD, L.C.

FILED  
95 AUG 11 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXX        ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
X        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN AUG 14 1995

~~195 16277~~

~~195 16277~~



FLORIDA DEPARTMENT OF STATE

August 11, 1995

Sandra B. Mortham  
Secretary of State

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: 910 LINCOLN ROAD, L.C.  
Ref. Number: W95000016222

We have received your document for 910 LINCOLN ROAD, L.C. and the authorization to debit your account in the amount of \$346.25. However, the document has not been filed and is being returned for the following:

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.

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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 495A00037767

EFFECTIVE DATE  
AUG 10 1995

FILED  
95 AUG 11 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF

910 LINCOLN ROAD, L.C.

ARTICLE I.

NAME OF COMPANY

The name of this limited liability company shall be:

910 Lincoln Road, L.C. (the "Company")

ARTICLE II.

ADDRESS

The Company's mailing and street address is:

910 Lincoln Road  
Miami Beach, Florida 33139

ARTICLE III.

DURATION

The period of the Company's duration shall not exceed seventy-five (75) years from the date of filing of these Articles of Organization with the Department of State and shall be as provided in the Company's Regulations. The effective date of the Limited Liability Company shall be August 10, 1995.

ARTICLE IV.

NATURE OF BUSINESS

This general purpose for which this Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V.

INITIAL REGISTERED AGENT AND THE REGISTERED AGENT'S ADDRESS

The Company's initial Registered Agent and the Registered Agent's address in the State of Florida shall be:

ADELE I. STONE, ESQ.  
c/o ATKINSON, DINER, STONE,  
BLACK & MANKUTA, P.A.  
1946 Tyler Street  
Hollywood, Florida 33022-2088

ARTICLE VI.

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VII.

CONTINUATION OF BUSINESS

Upon 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 Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VIII.

MANAGEMENT OF THE COMPANY

The Company is to be managed by its members. The names and addresses of the members are as follows:

MICHAEL CAINE  
c/o GELFAND, RENNERT & FELDMAN, CPA  
1880 Century Park East - Suite 900  
Los Angeles, California 90067

RAY SCHNITZER  
c/o 11th STREET DINER  
1065 Washington Avenue  
Miami Beach, Florida 33139

ARTICLE IX.

REGULATIONS OF THE COMPANY

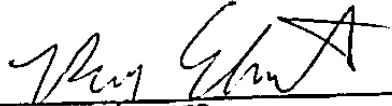
The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE X.

COMMENCEMENT DATE

Existence of the Company will commence upon the filing of these Articles.

THE UNDERSIGNED, as a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

  
RAY SCHNITZER (SEAL)

STATE OF NY )  
COUNTY OF Queens ) SS:

9 The foregoing instrument was acknowledged before me this  
day of August, 1995, by Ray Schmitzer who  
is personally known to me or has produced AT&T card  
as identification.

Hazel Guehi-Nazano  
Name:

Notary Public

My Commission Expires: Sept 23 1997

Commission No.: 24-4986738

HAZEL GUEHI-NAZANO  
Notary Public, State of New York  
No. 24-4986738  
Qualified in Queens County  
Commission Expires Sept. 23, 1997

FILED  
95 AUG 11 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, as authorized representative of one the members of 910 Lincoln Road, L.C. (the "Company"), who upon being duly sworn, certifies the following:

1. The Company has at least two (2) members.
2. As of the date hereof, the amount of <sup>cash</sup> capital--- contributions to the Company made by members is as follows:

\$61,900.00

3. The anticipated amount of additional <sup>cash</sup> capital--- contributions to the Company made by the members is as follows:

4. There is no property other than <sup>\$1,400,000.00</sup> cash contributed or to be contributed by the members.

FURTHER AFFIANT SAYETH NAUGHT.

5. The total amount of cash or property anticipated to be contributed by members is \$1,461,900.00.

Dated: Aug 9, 1995

Ray Schnitzer  
RAY SCHNITZER

STATE OF NY

COUNTY OF Queens

SS:

The foregoing instrument was subscribed and sworn to before me this 9 day of Aug, 1995, by Ray Schnitzer, who is personally known to me or has produced ME card as identification.

Hazel Gueli-Nazario  
Name:

Notary Public

My Commission Expires: Sept 23 1997

Commission No.: 24-4986738

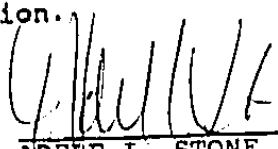
HAZEL GUELI-NAZARIO  
Notary Public, State of New York  
No. 24-4986738  
Qualified in Queens County  
Commission Expires Sept. 23, 1997

CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED

FILED  
95 AUG 11 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted pursuant to Sections 608.415 and  
608.507 of the Florida Limited Liability Company act:

Having been appointed registered agent of 910 Lincoln Road,  
L.C. in its Articles of Organization, at the place designated in  
such Articles of Organization, the undersigned heroby agrees to act  
in this capacity and affirms that it is familiar with, and accepts,  
the obligations of such position.

  
ADELE I. STONE

Dated: August 10, 1995

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

<b>L9500000621</b>		<b>FILED</b>	
LIMITED LIABILITY COMPANY OF THE STATE OF FLORIDA ANNUAL REPORT 1996		96 FEB 29 PM 1:59 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE</b> \$ 238.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>	
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT #L95000000621</b> 910 LINCOLN ROAD, L.C. 910 LINCOLN ROAD MIAMI BEACH FL 33139		1a. Principal Place of Business Address 910 LINCOLN ROAD MIAMI BEACH FL 33139	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.			
2. Principal Place of Business 410 Lincoln Rd. Suite, Apt. #, etc. City & State MIAMI BEACH FL Zip 33139 Country USA		2a. Mailing Address 910 Lincoln Rd. Suite, Apt. #, etc. City & State MIAMI BEACH FL Zip 33139 Country USA	
3. Date Organized or Qualified 08/10/1995		3a. State of Formation FL	
4. FEI Number 65-0605321		<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent STONE, ADELE I ESQ. ATRINSON, DINER, STONE, ET AL 1946 TYLER STREET HOLLYWOOD FL 33022		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) (Agent) (Registered Agent Signature) (Registered Agent Name)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	CAINE, MICHAEL	1880 CENTURY PARK EAST,	LOS ANGELES CA
MGRM	SCHNITZER, RAY	1065 WASHINGTON AVENUE	MIAMI BEACH FL
		200001732902 -03/05/96--01098--016 ****238.75 ****238.75 3/1/96a	
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: _____		2/5/96	
SIGNATURE AND TITLE OF REGISTERED AGENT OR SECRETARY, MANAGER, OR TRUSTEE (If Applicable)			