

Charter Number Only

9/19/95

L9500000724

SOSTCHIN & Pessin

Requestor's Name

291 SW 27 AVE.

Address

MIAMI FL 33135

City

State

Zip

Phone

VALIDATION ONLY

FILED
SEP 21 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000001592020
-09/25/95--01001--001
****285.00 ****285.00

EFFECTIVE DATE
CORPORATION(S) NAME 9-19-95

UNITY Holdings L.C.

- () Profit () Amendment () Merger
() NonProfit () Dissolution () Mark
() Foreign () Annual Report () Other
(X) Limited Partnership L.C. () Reservation () Change of Registered Agent
() Reinstatement
() Certified Copy () Photo Copies () Certificate Under Seal
() Call When Ready () Call If Problem () Alter 4:30
(X) Walk In () Will Wait (X) Pick Up () Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

F. CHESSER SEP 21 1995

Returned Check
285.00

W95-18939

affirmed

1127

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SEP 21 AM 10:08
TALLAHASSEE, FLORIDA
Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

UNITY HOLDINGS, L.C.

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

EFFECTIVE DATE
9-19-95

ARTICLE I

The name of the limited liability company shall be

UNITY HOLDINGS, 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 Manny Fainstein, 223 N.W. 27th Avenue, 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, Manny Fainstein whose address is 223 N.W. 27th Avenue, 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:

Manny Fainstein	\$ 510.00
Claire Fainstein	290.00
Craig S. Fainstein	100.00
Scott D. Fainstein	100.00

	\$1,000.00

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Non other than cash is contributed to the limited liability company.

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 the members whose name and address are as set forth herein, as manager until the first annual meeting.

IN WITNESS WHEREOF, the undersigned members have executed these Articles of Organization this 19 day of September, 1995.

MEMBERS

ADDRESSES

MANNY FAINSTEIN

223 N.W. 27th Avenue, Miami, Florida

CLAIRE FAINSTEIN

223 N.W. 27th Avenue, Miami, Florida

CRAIG S. FAINSTEIN

223 N.W. 27th Avenue, Miami, Florida

SCOTT D. FAINSTEIN

223 N.W. 27th Avenue, Miami, Florida

STATE OF FLORIDA)

) SS

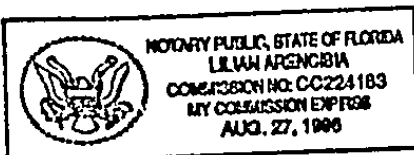
COUNTY OF DADE)

Before me, personally appeared MANNY FAINSTEIN, CLAIRE FAINSTEIN, CRAIG FAINSTEIN AND SCOTT D. FAINSTEIN to me well known and known to me to be the persons in and who executed the foregoing Articles of Organization of UNITY HOLDINGS, L.C. and acknowledge to and before me that they executed said instrument for the purposes therein expressed.

Witness my hand and official seal the 19 day of Sept, 1995.

Lillian Arencibia
NOTARY PUBLIC

My Commission expires:



CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE
OF REGISTERED AGENT

UNITY HOLDINGS, 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 MANNY FAINSTEIN 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 19 day of September 1995



MANNY FAINSTEIN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Infinity
Holding, 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 \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000.00. This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.

(In accordance with section 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.)

1995 SEP 21 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILING FEE: \$ 250 for Articles of Organization and Affidavit

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

FILED

96 FEB -9 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996
FLORIDA DEPARTMENT OF STATE
UNIFORM LIMITED LIABILITY COMPANY ACT
FLORIDA CORPORATIONS

L9500000724

FILING FEE \$238.75
Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

Name and Mailing Address of Limited Liability Company
DOCUMENT #L95000000724

UNITY HOLDINGS, L.C.
223 NW 27 AVE
C/O MANNY FAINSTEIN
MIAMI FL 33135

1a. Principal Place of Business Address
223 NW 27 AVE
C/O MANNY FAINSTEIN
MIAMI FL 33135

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		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		09/19/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		65-0615570	
Country		Country		5. Date of Last Report	6. Certificate of Status Desired
					<input type="checkbox"/> Additonal Fee Required

7. Name and Address of Current Registered Agent

FAINSTEIN, MANNY
223 NW 27 AVE
C/O MANNY FAINSTEIN
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
50000171941
-02/20/96--01093--012
****286646 ****238.75
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 _____ DATE _____
(Registered Agent Accepting Appointment) (If Not Registered Agent signature required when appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	FAINSTEIN, MANNY	223 NW 27 AVE	MIAMI FL
MEM	FAINSTEIN, CLAIRE	223 NW 27 AVE	MIAMI FL
MEM	FAINSTEIN, CRAIG S	223 NW 27 AVE	MIAMI FL
MEM	FAINSTEIN, SCOTT D	223 NW 27 AVE	MIAMI 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: *MANNY FAINSTEIN* *2/6/96* (20) 541-5410