L95000000752

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

VERO BEACH OFFICE: RAYMOND & RAYMOND, P.A.
2001 OCEAN DRIVE, SUITE 202-B
VERO BEACH, FLORIDA 32963
TELEPHONE (407) 234-3700
TELECOPIER (407) 234-4003

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

MICHIGAN OFFICE: RAYMOND & RAYMOND, P.C.
505 NORTH WOODWARD AVENUE, SUITE 2300
BLOOMFIELD HILLS, MICHIGAN 48304
TELEPHONE (810) 642-2322
TELECOPIER (810) 258-2051

OUR FILE NUMBER:

September 28, 1995

600001598876
-10/02/95--01040--002
****337.50 ****337.50

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: QUARTERDECK 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	52.50
TOTAL:	$337.50

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

Sincerely,

RAYMOND & RAYMOND, P.A.

John J. Raymond, Jr.

John J. Raymond, Jr.

Enclosures

FILED
95 SEP 29 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER OCT 5 1995

FILED
95 SEP 29 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

QUARTERDECK PROPERTIES, L.C.

The undersigned acting as organizer of QUARTERDECK 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 QUARTERDECK 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 Paul B. Flanigan. The name and address of the LLC's initial registered agent shall be Paul B. Flanigan, located at 1541 Cordova Road, Ft. Lauderdale, FL 33316.

ARTICLE V
MEMBERS AND CONTRIBUTIONS

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

Paul B. Flanigan Margo J. Flanigan	Assignment of his (her) interest in a Contract for the purchase of real estate located at 2933 E. Las Olas Blvd., Ft. Lauderdale, FL.

(b) The members have not agreed to make any additional contribut[illegible] ut may agree to do so in the future upon the terms and c[illegible] 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:

Paul B. Flanigan
1541 Cordova Road
Ft. Lauderdale, FL 33316

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 effective upon filing.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed this 25 day of September, 1995.

By: Paul B. Flanigan
Paul B. Flanigan

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of QUARTERDECK 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 members is $-0-.

3. If any, the agreed value of property other than cash contributed by members is $127,500.00 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 members is $127,500.00. 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.

Paul B. Flanigan

Paul B. Flanigan

STATE OF FLORIDA)
) ss.
COUNTY OF PALM Beach)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Paul B. Flanigan, who is personally known to me or who has produced ___ ______________ as identification and who did (did not) take an oath and who executed the foregoing Articles of Organization of QUARTERDECK 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 28 day of September, 1995.

Laura Kaye

Notary Public
My Commission Expires:

LAURA KAYE
MY COMMISSION # CC 215463
EXPIRES: August 14, 1996
Bonded Thru Notary Public Underwriters

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 QUARTERDECK PROPERTIES, L.C., desiring to organize under the laws of the State of Florida, with its principal place of business at 1541 Cordova Road, Ft. Lauderdale, FL 33316 has named Paul B. Flanigan, located at 1541 Cordova Road, Ft. Lauderdale, Florida 33316 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.

Paul B. Flanigan

Paul B. Flanigan

FILED
95 SEP 29 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCURATE LAND SURVEYORS
N.E. 30 AVE.
POMPANO BEACH, FL.

Lots 12 & 13 Block 6 of the re-amended plat of Blocks "A and "B"
of the amended plat of Las Olas By The Sea less the South
10 feet for East Las Olas Blvd. According to the Plat
thereof as recorded in Plat Book 1, Page 16 of the
Broward County Public Records.

Flood Zone "B"

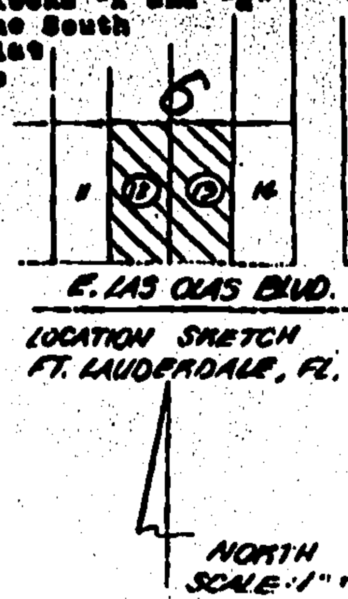
Survey Address: 2933 E. Las Olas Blvd.
Ft. Lauderdale, FL

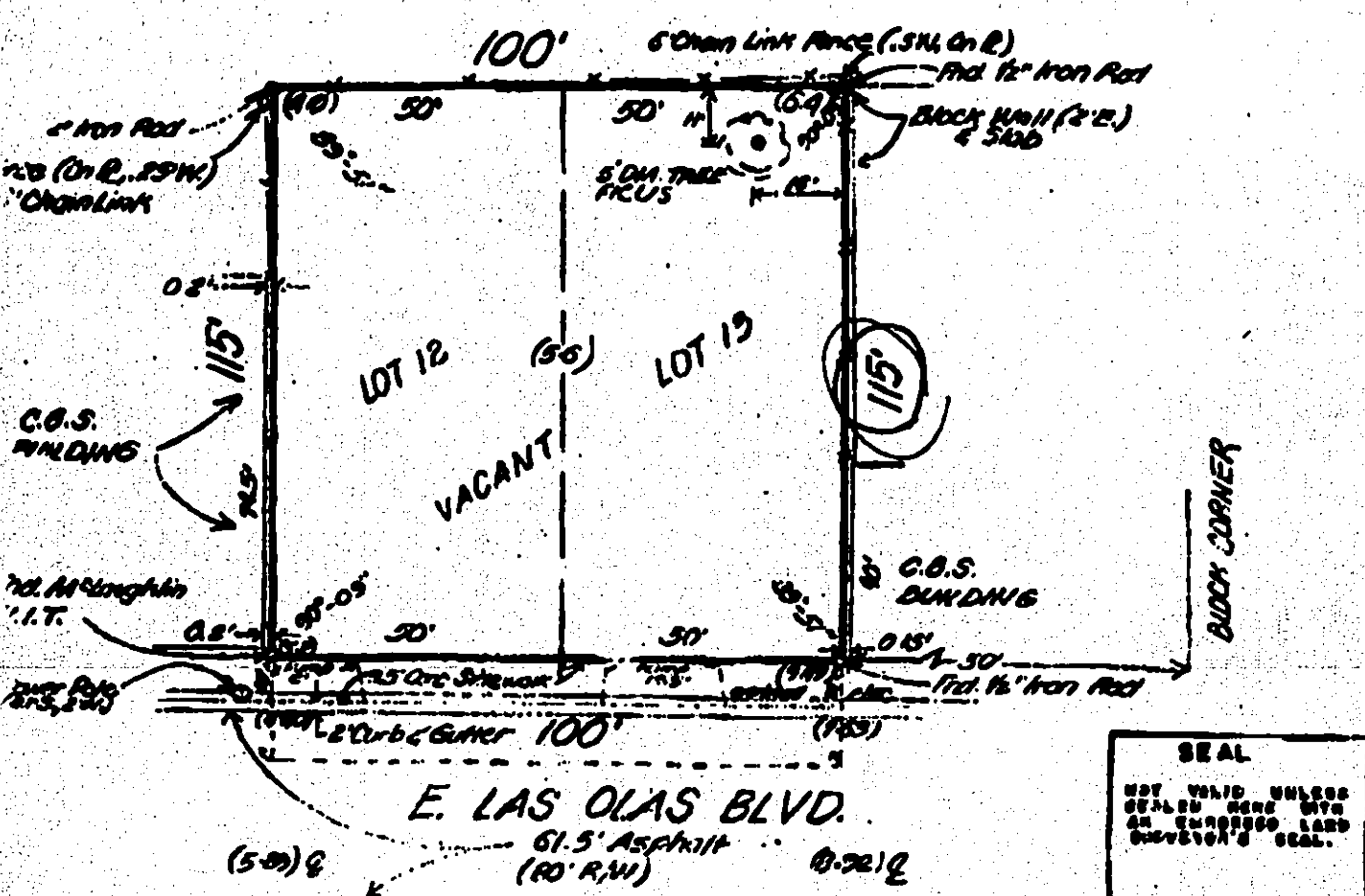
REF. B.M. - A-1-A & 283' N. OF ℄ SE. 5 ST.
W. SIDE N.S.S. M/H. ELEV. 12.124' N.G.V.D.

ELEVATIONS SHOWN THUS (6.24) ARE N.G.V.D.

BUYER: LAS OLAS & SEABREEZE ASSOCIATES, INC.

Certify To: Chicago Title Insurance Company
Las Olas & Seabreeze Associates, Inc.





SEAL

NOT VALID UNLESS SEALED HERE WITH AN EMBOSSED LAND SURVEYOR'S SEAL.

NOTE: THE LANDS SHOWN HEREON WERE NOT ABSTRACTED FOR OWNERSHIP, RIGHTS-OF-WAY, OR EASEMENTS.

CERTIFICATE

... ADOPTED BY THE FLORIDA BOARD OF LAND SURVEYORS, SEPT. 1, 1981.

DATE

PROFESSIONAL LAND SURVEYOR NO. STATE FLORIDA

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

L95000000752

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996

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

FILED

96 FEB 28 AM 10:00

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

1. Name and Mailing Address of Limited Liability Company

DOCUMENT #L95000000752

QUARTERDECK PROPERTIES, L.C.
1541 CORDOVA ROAD
FT LAUDERDALE FL 33316

1a. Principal Place of Business Address

1541 CORDOVA ROAD
FT LAUDERDALE FL 33316

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

3. Date Organized or Qualified: 09/29/1995

3a. State of Formation: FL

4. FEI Number: 65-0628251

- [ ] Applied For
- [ ] Not Applicable

5. Date of Last Report:

6. Certificate of Status Desired: [ ]

7. Name and Address of Current Registered Agent

FLANAGAN, PAUL B
1541 CORDOVA ROAD
FT LAUDERDALE FL 33316

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) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	FLANIGAN, PAUL B	1541 CORDOVA ROAD	FT LAUDERDALE FL
~~MEM~~	~~FLANIGAN, MARGO J~~	~~2933 E LAS OLAS BLVD~~	~~FT LAUDERDALE FL~~
MEM	BUFFALO HOLDINGS, INC.	1600 S.E. 17th STREET SUITE 300	FT. LAUDERDALE, FL. 33316

000001729130
-03/01/96--01034--035
****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: Paul B. Flanigan 2.2.96 305-525-8042

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER — Date — Daytime Phone #

INHSE10 R(12-95)