

L95000000 994

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

PAID  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 DEC 26 AM 10:59

285.00 - F.F.  
52.50 - C.C.  
337.50

RE: 999 Warehouse

Company L.L.C.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File LC		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX ( ) pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY APK \_\_\_\_\_

WALK-IN  
Will Pick Up 1226 1200

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF ORGANIZATION OF  
999 WAREHOUSE COMPANY, L.L.C.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 DEC 26 AM 10: 59

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I**

**Name**

The name of the limited liability company is 999 WAREHOUSE COMPANY, L.L.C.

**ARTICLE II**

**Duration**

This company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida and shall continue for a period of thirty (30) years, or unless sooner terminated by the members.

**ARTICLES III**

**Nature of Business**

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project located at 999 Eller Drive, Davie, Florida (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE IV**

**Title to Company Property**

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in an Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

**ARTICLE V**

**Separateness/Operations Matters**

The Company shall:

- a) maintain books and records and bank accounts separate from those of any other person;

- b) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organization and operational formalities;
- c) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- d) prepare separate tax returns and financial statements;
- e) transact all business with affiliates on an arms-length basis and pursuant to enforceable agreements;
- f) not commingle its assets or funds with those of any other person; and
- g) not assume, guarantee or pay the debts or obligations of any other person.

#### **ARTICLE VI**

##### **Effect of Bankruptcy, Death or Incompetency of a Member**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member who is a manager ("Member-Manager") or the occurrence of any other event which terminates the continued membership of a Member-Manager in the Company, the Company shall terminate. Notwithstanding the occurrence of any foregoing event of termination, a majority of interests owned by the remaining members may agree to continue the business of the company without limitation. Such agreement shall not result in termination of the Company by reason of the event of termination.

#### **ARTICLE VII**

##### **Principal Office**

The mailing and street address of the principal office of this Company is 104 S. Crandon Boulevard, Suite 300, Key Biscayne, Florida, 33149.

#### **ARTICLE VIII**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Company is Suite 3500, NationsBank Tower, 100 Southeast 2<sup>nd</sup> Street, Miami, Florida, 33131-2130, and the name of the initial registered agent of this Company at that address is Leon J. Wolfe.

**ARTICLE IX**  
**Share Certificates and Contribution**

Each member's interest in the Company shall be evidenced by a share certificate.

**ARTICLE X**  
**Addition of New Members**

No additional members shall be admitted without the unanimous consent of all members.

**ARTICLE XI**  
**Management**

a) **Number.** This Company shall initially be managed by one manager. The number of managers may be increased or diminished from time to time by the unanimous vote of the members. The manager hereby appointed by the members shall serve until the first annual meeting of the members, or until their successors are elected and qualify.

b) **Initial Manager.** The Name and street address of the initial manager of the company is:

**Name**

**Street Address**

John Bozzuto

104 Crandon Boulevard  
Suite 300  
Key Biscayne, FL 33149

**ARTICLE XII**  
**Organizer**

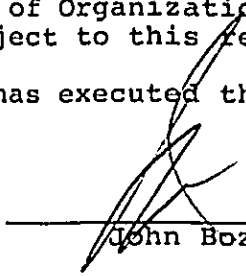
The name and street address of the organizer of this Company is

John Bozzuto  
104 Crandon Boulevard  
Suite 300  
Key Biscayne, FL 33149

ARTICLE XIII  
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the organizer has executed these Articles the 22 day of December, 1995.

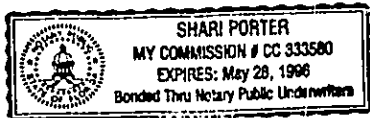
  
\_\_\_\_\_  
John Bozzuto

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22 day of December, 1995, by John Bozzuto. He is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires: 5.28.96



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

999 Warehouse Company, L.L.C., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Miami, State of Florida, has named Leon J. Wolfe, located at Suite 3500, NationsBank Tower, 100 Southeast 2<sup>nd</sup> Street, Miami, Florida, 33131-2130, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
John Bozuto, Organizer

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 and complete performance of my duties.

  
\_\_\_\_\_  
Leon J. Wolfe, Registered Agent

FILED STATE  
SECRETARY OF CORPORATIONS  
95 DEC 26 AM 10:59

## AFFIDAVIT

### STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared JOHN BOZZUTO, as Organizer of 999 WAREHOUSE COMPANY, L.L.C. (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized organizer of 999 Warehouse Company, L.L.C., a Florida limited liability company (the "Company").
2. The Company has at least two (2) members.
3. The cash contributions of the members is \$850,000.
4. The amount anticipated to be contributed by the members in excess of the cash contribution referenced in 3, above, is zero.
5. The affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

  
\_\_\_\_\_  
John Bozzuto

The foregoing instrument was acknowledged before me on this 22 day of December, 1995, by John Bozzuto, as Organizer of 999 Warehouse Company, L.L.C., a Florida limited liability company, on behalf of the Company. He is personally known to me or produced N/A as identification.

My Commission Expires


5.28.96

  
\_\_\_\_\_  
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE



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

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996				FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State 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 #L95000000994		FILED 96 FEB 15 AM 10:45 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
999 WAREHOUSE COMPANY, L.L.C. 104 S. CRANDON BLVD., SUITE 300 KEY BISCAYNE FL 33149		1a. Principal Place of Business Address 104 S. CRANDON BLVD., SUITE 3 KEY BISCAYNE FL 33149			
2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified 12/26/1995	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		3a. State of Formation FL	
City & State		City & State		4. FEI Number <input checked="" type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
Zip		Country		5. Date of Last Report	
				6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent			8. Name and Address of New Registered Agent		
WOLFE, LEON J NATIONSBANK TOWER, SUITE 3500 100 SOUTHEAST 2ND STREET MIAMI FL 33131			Name JOHN E. BOZZUTO Street Address (P.O. Box Number is Not Acceptable) 104 CRANDON BLVD Suite, Apt. #, etc. SUITE 300 City KEY BISCAYNE FL Zip Code 33149		
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 2/3/96		
(Registered Agent Accepts Appointment) (NOTE: Registered Agent signature required when reinstating)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	BOZZUTO, JOHN	104 CRANDON BLVD., SUITE 3		KEY BISCAYNE FL	
				100001722401 -02/23/96--01028--016 ****247.50 ****247.50	
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: _____			Date 2/5/96 305-361-7555		
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER					