

L95000000 994

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)724-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: 999 Warehouse
Company L.L.C.

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 \$ _____

FULL
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 DEC 26 AM 10:59

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

 337.50

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File <u>LC</u>		
<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)		
6000017319		
<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.....	\$ _____
	\$ _____

DEC 26 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

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 2nd 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:

<u>Name</u>	<u>Street Address</u>
John Bozzuto	104 Crandon Boulevard Suite 300 Key Biscayne, FL 33149

**ARTICLE XII
Organizer**

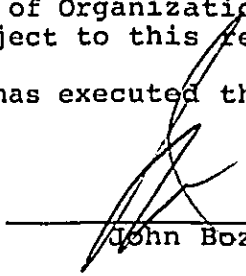
The name and street address of the organizer of this Company is

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

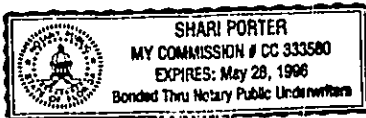
STATE OF FLORIDA
COUNTY OF DADE

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 2nd Street, Miami, Florida, 33131-2130, as its agent to accept service of process within Florida.



John Bozzuto, 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

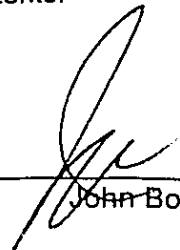
AFFIDAVIT

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. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 FEB 15 AM 10:45
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 #L95000000994
999 WAREHOUSE COMPANY, L.L.C.
104 S. CRANDON BLVD., SUITE 300
KEY BISCAVNE FL 33149

*96-AR
CUS
CM*

1a. Principal Place of Business Address
104 S. CRANDON BLVD., SUITE 3
KEY BISCAVNE FL 33149

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.
City & State
Zip Country

3. Date Organized or Qualified 12/26/1995
3a. State of Formation FL
4. FEI Number Applied For
 Not Applicable
5. Date of Last Report
6. Certificate of Status Desired

7. Name and Address of Current Registered Agent
WOLFE, LEON J
NATIONSBANK TOWER, SUITE 3500
100 SOUTHEAST 2ND STREET
MIAMI FL 33131

8. Name and Address of New Registered Agent
Name **JOHN E. BOZZUTO**
Street Address (P.O. Box Number is Not Acceptable)
104 CRANDON BLVD
Suite, Apt. #, etc.
SUITE 300
City **KEY BISCAVNE 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**

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	BOZZUTO, JOHN	104 CRANDON BLVD., SUITE 3	KEY BISCAVNE 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**