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THE LAW OFFICES OF
RICHARD J. KAPLAN, P. A.

SUITE 402
1999 UNIVERSITY DRIVE
CORAL SPRINGS, FLORIDA 33071

TELEPHONE

HOWARD & PALM BRANCH (954) 782-1732
PALM BRANCH (861) 738-0900
DADE (305) 621-8998

REPLY TO: CORAL SPRINGS

HOLLYWOOD OFFICE
2ND FLOOR
4310 BIRCHDALE
HOLLYWOOD, FLORIDA 33021

PALM BRANCH OFFICE
72 N.W. 6TH AVENUE
(FEDERAL HIGHWAY)
DELRAY BEACH, FLORIDA 33483

April 29, 1996

Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

Re: Washington Avenue, L.C.
My File Ref. 11995

600001803736
-05/01/96--01105--002
****337.50 ****337.50

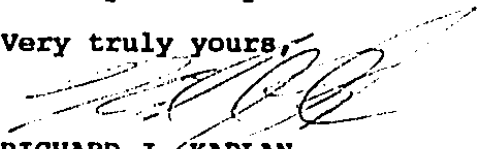
Gentlemen:

Enclosed please find one original and one copy of the Articles of Organization of Washington Avenue, L.C., together with our check in the amount of \$337.50 representing filing fee of \$250.00, certified copy fee of \$52.50 and registered agent fee of \$35.00.

Please effect immediately and forward necessary documentation together with the certified copy of the Articles to this office.

Thank you for your assistance.

Very truly yours,


RICHARD J. KAPLAN
RJK/lrl
Encs.

RECEIVED
TALLAHASSEE, FLORIDA

MAY - 1 4 1996

FILED

68N MAY - 7 1996

**ARTICLES OF ORGANIZATION
OF
WASHINGTON AVENUE, L.C.**

NOTARIAL PUBLIC
MAY 1 1951
MIAMI BEACH, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of being a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WASHINGTON AVENUE, L.C., and its principal office shall be located at 1317 Washington Avenue, Miami Beach, FL 33139, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association,

or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the

general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Management of this limited liability company reserves to its members, whose names and addresses are as follows:

SAMI SHEMTOV	3448 Laurel Oak Ln, Hollywood, FL 33021
YITZIK SHACHAF	761 3 Avenue, Brooklyn, NY
EZRA SHEMTOV	8104 Avenue L, Brooklyn, NY 11236
MIKE WEISS	8208 Avenue M, Brooklyn, NY 11236

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall

be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$500,000 total cash shall be paid to the limited liability company by all of the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

(a) PROFIT SHARING - The members shall be entitled to the net profits arising from the operation of the limited liability company business to remain after the payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencing date being May 1, 1996.

(b) LOSSES - All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company from the profits of the

business, or if those sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VII

DURATION

This limited liability company shall exist as the case may be, or until it dissolves in a manner provided by law, or as provided in the Regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1317 Washington Avenue, Miami Beach, FL 33139 address, and the name of the company's initial registered agent at that address is SAMI SHEMTOV. The undersigned being an original member of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WASHINGTON AVENUE, L.C.

Executed by the undersigned at HOLLYWOOD, FL on April 26, 1996.



SAMI SHEMTOV

STATE OF FLORIDA
COUNTY OF BROWARD

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is WASHINGTON AVENUE, L.C.

The name of the registered agent for WASHINGTON AVENUE, L.C. is SAMI SHEMTOV, and the street address of the company's principal office where the agent is located is 1317 Washington Avenue, Miami Beach, FL 33139.

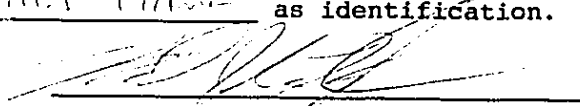
This statement is to acknowledge that, as indicated above, that WASHINGTON AVENUE, L.C. has appointed me, SAMI SHEMTOV, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED April 26, 1996



SAMI SHEMTOV

The foregoing instrument was acknowledged before me this 26 day of April, 1996, by SAMI SHEMTOV, agent on behalf of WASHINGTON AVENUE, L.C. He/she is personally known to me or has produced 10 Florida Driver License as identification.



My Commission Expires:



RICHARD JULES KAPLAN
MY COMMISSION # CC324114 EXPIRES
November 12, 1997
BONDED THRU TROY FARM INSURANCE, INC.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF BROWARD

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of WASHINGTON AVENUE, L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash contributed by the members is \$ 500,000.

3. If any, the agreed value of property other than cash contributed by the members is \$ 0. A description of the property is attached as Exhibit A and made a part of this Affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is \$ 500,000. This total includes the amounts from 2 and 3 above.

[Signature]

SAMI SHEMTOV

The foregoing instrument was acknowledged before me this 26 day of APRIL, 1996 by SAMI SHEMTOV, on behalf of WASHINGTON AVENUE, L.C., a limited liability company. He is personally known to me or has produced FL Drivers License as identification.

[Signature]

My Commission Expires:



RICHARD JULES KAPLAN
MY COMMISSION # CC324114 EXPIRES
November 12, 1997
BONDED THRU TROY FAIR INSURANCE, INC

NOTARY PUBLIC
TALLAHASSEE, FLORIDA

9:51 AM 11/11/97