

MAY-24-1996 16:01
5/24/96

EMPIRE CORPORATE KIT
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS BY 800-352-596

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
100 EAST WILSON STREET
TALLAHASSEE, FL 32399

FROM: EMPIRE CORPORATE KIT COMPANY
1492 FLAMER ST
SUITE 200
MIAMI, FL 33136

CONTACT: RAY STORMONT
PHONE: (305) 541-3584
FAX: (305) 541-3770

(((H96000007412))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: FIRST UNITED DEVELOPERS, L.O.
FAX AUDIT NUMBER: H96000007412 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/24/1996 TIME REQUESTED: 15:26:49
CERTIFIED COPIES: 2 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$390.00 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000007412)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:19:0

LC-
7946-11329
R.A. [unclear]
11/24/96
complete addy.
FILED
96 MAY 30 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5/30
RECEIVED
96 MAY 24 PM 4:29
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

May 28, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FIRST UNITED DEVELOPERS, L.C.
REF: W96000011229

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

SEND A BETTER R.A. CERTIFICATE AND AFFIDAVIT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000007412
Letter Number: 496A00026510

05/29/96 16:37 Fl. Dept. of State p1 /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

May 29, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FIRST UNITED DEVELOPERS, L.C.
REF: W96000011229

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE COMPLETE # 2,3 & 4 ON THE CORRECT AFFIDAVIT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 497-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W96000007412
Letter Number: 096A00026869

(6)

**ARTICLES OF ORGANIZATION
OF
FIRST UNITED DEVELOPERS, L.C.**

**ARTICLE I
Name Of Limited Liability Company**

The name of the limited liability company shall be First United Developers, L.C. All business of the Company shall be conducted and all Company property shall be held and titled under said name.

**ARTICLE II
Principal Office**

The mailing address and street address of the principal place of business of the Company shall be at 5324 NW 57th Way, Coral Springs, Florida 33067. The initial registered agent for service is Irving Fabian, at the same address.

**ARTICLE III
Duration**

The Company shall commence on the date of the filing of the articles of organization and shall continue until December 31, 2005, unless sooner terminated as provided in the Company regulations.

**ARTICLE IV
Management**

The management of the Company shall be vested in the members in proportion to their respective contributions to capital of the Company, as adjusted from time to time to reflect any additional contributions or withdrawals.

All members are entitled to voting rights in proportion to their relative capital accounts however, if the capital account of any member is negative or zero, each member shall be entitled to one vote.

No member, without the consent of the majority of votes, shall be empowered to bind the Company or its members.

Jay D. Freeman, Esq.
FL Bar No. 964913
3000 S. Ocean Blvd. #1206
Boca Raton, FL 33432
(407) 393-8296

FILED
96 MAY 30 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The names of the members are:

Name:
O.T. Limited Partnership

Address:
940 Sweetwater Lane, Suite 212
Boca Raton, Florida 33431

Irving Jablon

5324 NW 57th Way
Coral Springs, Florida 33067

ARTICLE V New Members

No member, without the prior written consent of all members, shall sell, assign, transfer, mortgage or pledge the members interest in the Company. The members reserve the right to admit new members provided

(a) All members have unanimously, voluntarily and without any outside influence, concurred in writing to the admission of the new member;

(b) A fully executed and acknowledged instrument of assignment has been filed by the assignor with the Company, and the same sets forth the intention of the assignor that the assignee become a new member;

(c) The assignor and assignee execute and acknowledge such other instruments as may be necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of this Agreement and his execution, acknowledgment, and delivery of a Power of Attorney, the form and content of which shall be provided; and

(d) A reasonable transfer fee, not exceeding five hundred Dollars (\$500) has been paid by assignee to the Company.

No member has the right to substitute an assignee as a member in his place except with the consent of all members and in accordance with the terms and conditions of the Articles of Organization and Company regulations. The Company regulations include a right of first refusal if a member desires to assign or transfer any interest in the Company.

ARTICLE VI Continuation

The members reserve the right to continue the business of the Company 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.

ARTICLE VII
Purpose

The purpose of the Company is to transact in any lawful business and/or investment in an effort to produce a return on the Company's property and the capital contributions of the members.

H96000007412

H96000007412

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 603.413 or 603.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: FIRST UNITED DEVELOPERS L.C.

2. The name and address of the registered agent and office is:

IRVING JABLON
(Name)
5324 NW 57TH WAY
(P.O. Box and complete)
CORAL SPRINGS, FL 33067
(City/State/Zip)

FILED
96 MAY 30 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

[Signature]
(Signature)

5/24/96
(Date)

1196000007412

1196000007412

1196000007412

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FIRST
UNITED DEVELOPERS 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
 \$ n/a . 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 605.01(2), Florida Statutes, the execution of this affidavit
 constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILED
 96 MAY 30 PM 2:53
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

1196000007412