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ATTORNEYS AT LAW
The Clark House
102 North Swinton Avenue
Delray Beach, Florida 33444

MICHAEL S. WEINER
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VIA FEDERAL EXPRESS
June 3, 1996

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*****285.00 *****285.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Pineapple Grove Office Building, L.C.
Our File No.: PGOB(248)003

Dear Sir or Madam:

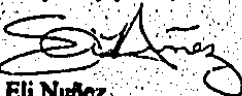
Enclosed please find the following:

1. Our firm's check number 1811 in the sum of Two Hundred Eighty-Five Dollars (\$285.00) representing the filing fee;
2. Original and one copy of the Articles of Organization for Florida Limited Liability Company;
3. Original and one copy Affidavit of Membership and Contributions;
4. Original and one copy Certificate of Designation of Registered Agent/Registered Office; and
5. A self-addressed stamped envelope.

Please return a stamped copy of the above-mentioned documents to me in the enclosed envelope.

Please call me with any questions.

Very truly yours,



Eli Nufiez
Legal Assistant to
Carole Aronson

/en

Enclosures

cc: Carole Aronson, Esquire

FILED
96 JUN - 6 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN JUN - 7 1996

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

FILED
96 JUN -6 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is:

PINEAPPLE GROVE OFFICE BUILDING, L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

Street Address:

102 North Swinton Avenue
Delray Beach, Florida 33444

Mailing Address:

102 North Swinton Avenue
Delray Beach, Florida 33444

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members, and the name and address of the managing member is:

Michael S. Weiner
102 North Swinton Avenue
Delray Beach, Florida 33444

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be only upon unanimous approval of existing members.

ARTICLE VI - Members' Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business 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 shall be only upon unanimous consent of the remaining members.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of PINEAPPLE GROVE OFFICE BUILDING, L.C. deposes and says:

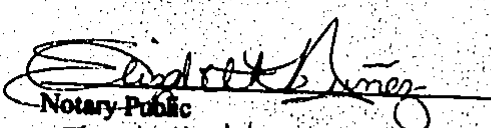
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$100,000.00.
3. No property other than cash has been contributed.
4. The total amount of cash or property anticipated to be contributed by members is \$200,000.00. This total includes amounts from 2 and 3 above.


MICHAEL S. WEINER

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

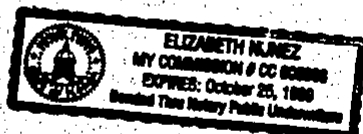
The foregoing instrument was acknowledged before me this 4th day of June, 1996 by MICHAEL S. WEINER, who is personally known to me or who has produced as identification and who did did not take an oath.


Notary Public

Elizabeth Nuñez

Printed Signature of Notary

My Commission Expires:



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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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:

PINEAPPLE GROVE OFFICE BUILDING, L.C.

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

Michael S. Weiner
102 North Swinton Avenue
Delray Beach, FL 33444

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)

June 4, 1996
(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN - 6 PM 4:08

FILED