

ROTH & SCHOLL
ATTORNEYS AT LAW
1800 SAN REMO AVENUE
SUITE 176
CORAL GABLES, FLORIDA 33146
TELEPHONE: (305) 662-4141
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JEFFREY C. ROTH, P.A.
DENNIS SCHOLL, P.A.

296000000744

FILED
JUL 11 1996
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900001871689
-06/21/96--01038--001
****293.75 ****293.75

RE: ANA Real Estate, LLC

Dear Sir:

Enclosed are the original and one copy of the Articles of Organization on the above limited liability company. Also enclosed is my check in the amount of \$293.75, representing your filing fee. Please file the enclosed Articles of Organization, and forward me written confirmation of the same.

Very truly yours,

Jeffrey C. Roth
JEFFREY C. ROTH

JCR:gkm
ENCLS.

cc: Mr. Arthur Leeds (with encls.)

*LCWS
MELH*

*01127
6/24/96
WB-13366*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 24, 1996

ROTH & SCHOLL
1500 SAN REMO AVE. STE 176
CORAL GABLES, FL 33146

SUBJECT: ANA REAL ESTATE, LLC
Ref. Number: W96000013366

We have received your document for ANA REAL ESTATE, LLC and check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00031229

ROTH & SCHOLL

ATTORNEYS AT LAW

1500 SAN REMO AVENUE

SUITE 170

CORAL GABLES, FL 33146

TELEPHONE: (305) 662-4141

FAX: (305) 662-3010

JEFFREY C. ROTH, P.A.
DENNIS SCHOLL, P.A.

July 9, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Terri Buckley - Corporate Specialist

RE: ANA Real Estate, LLC

Dear Ms. Buckley:

Pursuant to your letter dated June 24, 1996, a copy of which is enclosed, enclosed are the following:

1. Original and one copy of Affidavit of Membership and Contributions;
2. Original and one copy of the Articles of Organization.

Please file the enclosed Articles of Organization, and forward me written confirmation of the same. If there are any further problems, please call me.

Very truly yours,


JEFFREY C. ROTH

JCR:gkm
ENCLS.

**ARTICLES OF ORGANIZATION
OF
ANA REAL ESTATE, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be ANA Real Estate LLC.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist for not more than thirty years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III
PURPOSE**

The limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name of the original registered agent of this Limited Liability Company is Jeffrey C. Roth, Esquire, Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146.

**ARTICLE V
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than \$100.00 contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any

member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBERS AND MANAGEMENT OF BUSINESS

The name and address of the members of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Arthur Leeds	215 West 83 Street New York, NY 10024
Susan Leeds	215 West 83 Street New York, NY 10024

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint Arthur Leeds, as its special manager to carry out, subject to the direction of members, the day to day business of this Limited Liability Company. The general or special managers are authorized to employ, subject to approval of the

members, personnel to conduct the business of this Limited Liability Company.

ARTICLE VIII

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member, his heirs and successors of assets provided in dissolution.

ARTICLE IX AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial members, have executed these Articles of Organization on June 12, 1996.

Arthur Leeds
Susan Leeds

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this 12 day of June, 1996, by Susan & Arthur Leeds as members of ANA Real Estate, LLC. They are personally known to me or who have produced _____ as identification, and did take an oath.

My Commission Expires:

Barbara A. Moshier
Notary Public, State of New York
No. 01-MO4834864
Qualified in New York County
Certification Expires: 6/30/98

Barbara A. Moshier
Notary Public, State of New York
Notary's printed name & address:

Barbara A. Moshier
201 W 84 #14
Mt. Vernon 10024

OATH OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the registered agent/officer for:

ANA Real Estate, LLC

at the place described in the attached Articles of Organization, hereby agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of these duties, and further, is familiar with and accepts the duties and obligations in Section 607.0505 of the Florida Statutes.

Dated this 18th day of June, 1996.

Jeffrey C. Roth
Jeffrey C. Roth

FILED
JUN 11 1996
TALLAHASSEE, FLA.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED
95 JUL 11 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of _____

ANA Real Estate, LLC

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 \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
- 5) the total amount of 2, 3, and 4 is \$ 100.00

Arthur Leeds

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

STATE OF NEW YORK :)
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this 8th day of July, 1996, by Arthur Leeds, as a member of ANA Real Estate, LLC. He is personally known to me and did take an oath.

My Commission Expires:

Barbara A. Moshier
Notary Public, State of New York
Notary's printed name & address:

Barbara A. Moshier
201 W 84 #14 NYC

Barbara A. Moshier
Notary Public, State of New York
No. 01-MO4934864

Qualified in New York County

Commission Expires: 12/30/98

JUL - 8-96 MON 14:51 JEFFREY C. ROTH