

L96000000846



1300 HAYS STREET  
TALLAHASSEE, FL 32301  
(904) 221-1111  
FAX (904) 221-1112

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 046487 81686A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

20000101921912  
06/14/96-00007-010  
\$\$\$337.50 \$\$\$337.50

ORDER DATE : August 7, 1996

ORDER TIME : 2:41 PM

ORDER NO. : 046487

CUSTOMER NO: 81686A

CUSTOMER: Mercedes Padin, Esq  
KEITH MACK LEWIS COHEN &  
LUMPKIN, P.A.  
20th Floor  
200 South Biscayne Boulevard  
Miami, FL 33131

FILED  
CLERK OF STATE  
CORPORATIONS  
96 AUG -7 AM 9:42

DOMESTIC FILING

285.00-Filing Fee  
52.50-Certification

NAME: HILLTOP VILLAGE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

CP  
8/8/96

**ARTICLES OF ORGANIZATION  
OF**

**HILLTOP VILLAGE, L.C.,  
a Florida limited liability company**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -7 AM 9:42

Each undersigned individual, being either a member or the authorized representative of a member, hereby presents these Articles of Organization to the Secretary of State of the State of Florida for the formation of a limited liability company under the laws of the State of Florida.

**ARTICLE I.**

The name of the limited liability company is HILLTOP VILLAGE, L.C.

**ARTICLE II.**

1. This limited liability company is to exist until December 31, 2026.
2. The existence of this limited liability company shall commence on the date these Articles are filed.

**ARTICLE III.**

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

Key Corporate Services, Inc.

Address of Registered Office

200 South Biscayne Boulevard  
20th Floor  
Miami, Florida 33131

#### **ARTICLE IV.**

The Initial Operating Agreement shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the members of the limited liability company in the manner set forth in the Operating Agreement.

#### **ARTICLE V.**

The Operating Agreement of this limited liability company contains provisions regarding:

1. The rights of the members to admit additional members and the terms and conditions of the admissions;
2. The rights of the remaining members of this limited liability company to continue the business of this limited liability company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which terminates the continued membership of a member in this limited liability company.

#### **ARTICLE VI.**

The mailing address and the street address of the principal office of this limited liability company shall be as follows:

**Street Address**

9200 South Dadeland Boulevard  
Suite 500  
Miami, Florida 33156

**Mailing Address**

9200 South Dadeland Boulevard  
Suite 500  
Miami, Florida 33156

## ARTICLE VII.

The business of this limited liability company is to be managed by the Members. The name and street address of the Managing Members are as follows:

<u>Name</u>	<u>Street Address</u>
EQUITYLINE FINANCIAL GROUP, INC.	9200 South Dadeland Boulevard Suite 500 Miami, Florida 33156
EQUITY CAPITAL HOLDINGS II, LTD.	c/o EquityLine Financial Group, Inc. 9200 South Dadeland Boulevard Suite 500 Miami, Florida 33156

IN WITNESS WHEREOF, each individual has hereunto executed these Articles of Organization this 1<sup>st</sup> day of August, 1996, at Miami, Florida.

EQUITYLINE FINANCIAL GROUP, INC.,  
a Florida corporation

By: 

ROBERT E. SPIELMAN, President

EQUITY CAPITAL HOLDINGS II, LTD.,  
a Florida limited liability company

By: 

Robert E. Spielman, General Partner

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
HILLTOP VILLAGE, L.C.**

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF DADE       )

BEFORE ME, the undersigned, personally appeared ROBERT E. SPIELMAN who, upon being duly sworn, certified as follows:

1. Robert E. Spielman is the president of EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation and the general partner for EQUITY CAPITAL HOLDINGS II, LTD., a Florida limited partnership, each of which is a member of HILLTOP VILLAGE, L.C.

2. HILLTOP VILLAGE, L.C. is a limited liability company which has at least two (2) members;

3. The total amount of cash to be contributed by all of the members is \$100.00;

4. A description and agreed upon value of property contributed by the members is as follows:

Description

Agreed Upon Value

None

None

5. No additional cash to be contributed by any of the members.

6. A description and agreed upon value of additional property to be contributed by the members is as follows:

Description

Agreed Upon Value

None

None

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

EQUITYLINE FINANCIAL GROUP, INC.,  
a Florida corporation

By:

ROBERT E. SPIELMAN, President

Date: 8-1-96

EQUITY CAPITAL HOLDINGS II, LTD.,  
a Florida limited partnership

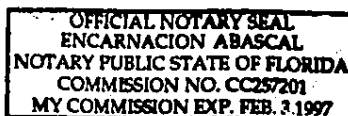
By:

Robert E. Spielman, general partner

Date: 8-1-96

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of August, 1996, by Robert E. Spielman, as President of EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation, and as the general partner of EQUITY CAPITAL HOLDINGS II, LTD., a Florida limited partnership, on behalf of the corporation and the limited partnership. He is (check one) ☒ personally known to me or ☐ has produced a \_\_\_\_\_ as identification.



[Signature]

(Signature of Person Taking Acknowledgment)

\_\_\_\_\_  
(Name of Acknowledger Typed, Printed or Stamped)

\_\_\_\_\_  
(Title or Rank)

\_\_\_\_\_  
(Serial Number, if any)

Notary Public, State of Florida  
My Commission Expires:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

KEY CORPORATE SERVICES, INC.

By:

  
Edgar Lewis

8-1-96

Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -7 AM 9:42



THE UNITED STATES  
CORPORATION  
COMPANY

L 96000000846

ACCOUNT NO. : 072100000032

REFERENCE : 214206 81686A

AUTHORIZATION : 000002056330--0

COST LIMIT : \$ PRE-PAID

-01/14/97--01027--015  
\*\*\*\*\*113.75 \*\*\*\*\*113.75

ORDER DATE : January 8, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 214206-005

CUSTOMER NO: 81686A

CUSTOMER: Mercedes Padin, Esq  
Keith Mack Lewis Cohen &  
20th Floor  
200 South Biscayne Boulevard  
Miami, FL 33131

FILED  
97 JAN -8 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: HILLTOP VILLAGE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

Amendment  
1/8/97  
De

RECEIVED  
7 JAN -8 AM 10:44  
SIGN OF CORPORATION



**AMENDMENT TO  
ARTICLES OF ORGANIZATION  
OF  
HILLTOP VILLAGE, L.C.,  
a limited liability company**

**FILED**  
91 JAN -8 AM 11:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Each undersigned individual, being all of the Members of HILLTOP VILLAGE, L.C., a Florida limited liability company, hereby approves the following amendment to the Articles of Organization of the Company filed with the Secretary of State on August 7, 1996 under Document Number L96000000846. This amendment is executed as of the date below each member's signature and shall be effective as of the date of the filing of the same with the Secretary of State of the State of Florida.

1. **ARTICLE VII** of the Articles of Organization of the Company are hereby amended to delete Equity Capital Holdings II, Ltd. as a member of the Company. In addition, such Article is further amended to show that, effective as of the filing of this Amendment, the Company shall have only one managing member, which member is identified as:

Name

Street Address

EQUITYLINE FINANCIAL GROUP, INC.,  
a Florida corporation

9200 South Dadeland Boulevard  
Suite 500  
Miami, Florida 33156

Such managing member shall have all power and authority previously vested in it and in Equity Capital Holdings II, Ltd., and shall have the right to exercise such power and authority without joinder or authority from any other member of the Company.

IN WITNESS WHEREOF, each member has hereunto executed this Amendment to the Articles  
of Organization this 30<sup>th</sup> day of December, 1996, at Miami, Florida.

**EQUITYLINE FINANCIAL GROUP, INC.,**  
a Florida corporation, the managing member

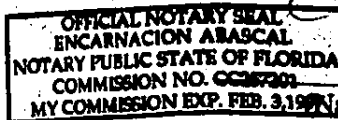
By:

Robert E. Spielman, President

ROBERT E. SPIELMAN, as trustee of the  
Robert E. Spielman Living Revocable Trust  
u/d/d/5/02/96, a member

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1996  
by Robert E. Spielman, as President of EQUITYLINE FINANCIAL GROUP, INC., a Florida  
corporation, and as trustee under that certain Robert E. Spielman Living Revocable Trust, each a  
member of HILLTOP VILLAGE, L.C., on behalf of the company, the corporation and the trust. He  
is (check one) ☒ personally known to me or ☐ has produced a \_\_\_\_\_  
as identification.



[Signature]  
(Signature of Person Taking Acknowledgment)

\_\_\_\_\_  
(Name of Acknowledger Typed, Printed or Stamped)  
\_\_\_\_\_  
(Title or Rank)  
\_\_\_\_\_  
(Serial Number, if any)

Notary Public, State of Florida

My Commission Expires:

# L96000000846



ACCOUNT NO. : 072100000032

REFERENCE : 337206 81686A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 21, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 337206-005

CUSTOMER NO: 81686A

CUSTOMER: Edgar Lewis, Esq  
Keith Mack Lewis Cohen &  
20th Floor  
200 South Biscayne Boulevard  
Miami, FL 33131

500002153915--5  
-04/24/97--01085--010  
\*\*\*\*\*105.00 \*\*\*\*\*105.00

DOMESTIC AMENDMENT FILING

NAME: HILLTOP VILLAGE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

D.K.  
per  
S.P.

FILED  
97 APR 21 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
97 APR 21 AM 11:27  
DIVISION OF CORPORATION

4/21/97  
Amend  
CC

**SECOND AMENDMENT TO  
ARTICLES OF ORGANIZATION**

**OF**

**HILLTOP VILLAGE, L.C.,  
a limited liability company**

**FILED**

**97 APR 21 PM 1:48**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

Each undersigned individual, being all of the Members of HILLTOP VILLAGE, L.C., a Florida limited liability company (the "Company"), hereby approves the following second amendment to the Articles of Organization of the Company filed with the Secretary of State on August 7, 1996 under Document Number L96000000846, and Amendment dated December 30, 1996. This second amendment is executed as of the date below each member's signature and shall be effective as of the date of the filing of the same with the Secretary of State of the State of Florida.

1. **ARTICLE VII** of the Articles of Organization of the Company are hereby amended to delete **ROBERT E. SPIELMAN**, as trustee of the Robert E. Spielman Living Revocable Trust w/d/d 05/02/96, as a member of the Company and to add **EQUITY CAPITAL HOLDINGS II, LTD.**, a Florida limited partnership, in his place and stead as an additional member. In addition, this second amendment confirms that **EQUITYLINE FINANCIAL GROUP, INC.**, a Florida corporation, shall be the sole Managing Member and shall have all power and authority previously vested in it and in Equity Capital Holdings II, Ltd., and shall have the right to exercise such power and authority without joinder or authority from any other member of the Company.

IN WITNESS WHEREOF, each member has hereunto executed this Second Amendment to the Articles of Organization this 18th day of April, 1997, at Miami, Florida.

**EQUITYLINE FINANCIAL GROUP, INC., a  
Florida corporation, the managing member**

By: 

**Robert E. Spielman, President**

EQUITY CAPITAL HOLDINGS, II, LTD.,  
a Florida limited partnership, a member

By: [Signature]  
Robert E. Spielman, General Partner

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of April, 1997, by Robert E. Spielman, as President of EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation, on behalf of the corporation. He is (check one) ☒ personally known to me or ☐ has produced a \_\_\_\_\_ as identification.

[Signature]  
(Signature of Person Taking Acknowledgment)



\_\_\_\_\_  
(Name of Acknowledger Typed, Printed or Stamped)  
\_\_\_\_\_  
(Title or Rank)  
\_\_\_\_\_  
(Serial Number, if any)

Notary Public, State of Florida  
My Commission Expires:

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of April, 1997, by Robert E. Spielman, as General Partner of EQUITY CAPITAL HOLDINGS, II, LTD., a Florida limited partnership, on behalf of the partnership. He is (check one) ☒ personally known to me or ☐ has produced a \_\_\_\_\_ as identification.

[Signature]  
(Signature of Person Taking Acknowledgment)



\_\_\_\_\_  
(Name of Acknowledger Typed, Printed or Stamped)  
\_\_\_\_\_  
(Title or Rank)  
\_\_\_\_\_  
(Serial Number, if any)

Notary Public, State of Florida  
My Commission Expires:



L 96000000846

ACCOUNT NO. : 072100000032

REFERENCE : 513824 81686A

AUTHORIZATION : Patricia Pyjuth

COST LIMIT : \$ 52.50

ORDER DATE : August 29, 1997

ORDER TIME : 10:43 AM

100002281981--6

ORDER NO. : 513824-005

CUSTOMER NO: 81686A

CUSTOMER: Ms. Linda C. Maylo  
Keith Mack, Llp  
20th Floor  
200 South Biscayne Boulevard  
Miami, FL 33131

97 AUG 29 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: HILLTOP VILLAGE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

AM + Rest  
KLP  
92

97 AUG 29 AM 11:38  
DIVISION OF CORPORATION  
RECEIVED

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**OF**

**HILLTOP VILLAGE, L.C.,  
a Florida limited liability company**

FILED  
97 AUG 29 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THESE AMENDED AND RESTATED ARTICLES OF ORGANIZATION are duly executed by all of the past and current Members of Hilltop Village, L.C., a Florida limited liability company (the "Company"), and are filed with the Secretary of the State of Florida (the "Secretary of State"), in accordance with Section 608.411 of the Florida Statutes (1995), for purposes of amending and restating the Articles of Organization of the Company which were filed with the Secretary of State on August 7, 1996, as amended by Amendment to Articles of Organization filed on January 8, 1997, and Second Amendment to Articles of Organization filed on April 21, 1997.

**RECITALS:**

A. On August 7, 1996, the Articles of Organization of the Company (the "Articles") were filed with the Secretary of State pursuant to the provisions of Section 608.407 of the Florida Statutes (1995). The Articles, among other things, identified EquityLine Financial Group, Inc., a Florida corporation ("EquityLine"), and Equity Capital Holdings II, Ltd., a Florida limited partnership ("Equity Capital"), as the Co-Managing Members and the sole Members of the Company. However, due to a scrivener's error, the signature line for Equity Capital described it as a Florida limited liability company instead of describing it accurately as a Florida limited partnership. Despite such scrivener's error, the Articles were duly executed by the limited partnership known as Equity Capital Holdings II, Ltd., as intended by the Company, EquityLine and Equity Capital. Since Section 608.407(4) of the Florida Statutes (1995) provides that the articles of organization of a limited liability company may be

signed by only one member of the limited liability company, the Articles of the Company, which were executed by both EquityLine and Equity Capital, are adequate to have formed the Company as of the date of filing of such Articles despite the scrivener's error.

B. After the Articles were filed, and from time to time, the Articles were amended as follows:

(1) On December 16, 1996, Equity Capital executed and delivered to Robert E. Spielman, as Trustee of the Robert E. Spielman Living Revocable Trust u/d/d 5/02/96 ("Spielman Trustee") an Assignment assigning all of Equity Capital's right, title and interest in and to its membership interest in the Company to Spielman Trustee (the "December Assignment"). The December Assignment was approved and consented to in writing by the only other Member of the Company at that time, EquityLine. In accordance with the terms of the December Assignment, on January 8, 1997, an Amendment to the Articles of Organization was filed with the Secretary of State (the "First Amendment"), amending the Articles by deleting of record Equity Capital as a Member of the Company. The First Amendment also designated EquityLine as the sole Managing Member of the Company. Accordingly, effective as of the date of the First Amendment, the sole Members of the Company were Spielman Trustee and EquityLine. As a result, the First Amendment was executed by both Spielman Trustee and EquityLine, and not by Equity Capital who had previously assigned its membership interest in the Company to Spielman Trustee pursuant to the December Assignment.

(2) On April 18, 1997, Spielman Trustee executed and delivered to Equity Capital an Assignment assigning all of Spielman Trustee's right, title and interest in and to its membership interest in the Company to Equity Capital (the "April Assignment"). The April Assignment was approved and consented to in writing by the only other member of the Company at that time, EquityLine. In accordance with the terms of the April Assignment, on April 21, 1997, a Second Amendment to the Articles of Organization was filed with the Secretary of State (the "Second Amendment"), amending the Articles by deleting of record Spielman Trustee as a Member of the Company. The Second Amendment also confirmed that EquityLine continued to be the sole Managing Member of the Company. Accordingly, effective as of the date of the Second Amendment, the sole Members of the Company were Equity Capital and EquityLine. As a result, the Second Amendment was executed by both Equity Capital and EquityLine, and not by Spielman Trustee who had previously assigned his membership interest in the Company to Equity Capital pursuant to the April Assignment.

C. Equity Capital now desires to reassign 100% of its membership interest in the Company to Spielman Trustee. To that end, on even date herewith, Equity Capital has assigned all of its right, title and interest in and to its membership interest in the Company to Spielman Trustee by unrecorded



Assignment dated August 28, 1997 (the "August Assignment"). The August Assignment has been approved and consented to in writing by the only other member of the Company at this time, EquityLine.

D. Although the only two Members of the Company as of the filing date hereof are Spielman Trustee and EquityLine, these Amended and Restated Articles are being executed by all of the past and current Members of the Company in order to confirm their respective approval of and to further ratify all of the aforescribed actions, assignments and amendments.

E. The Articles, as previously amended, are hereby amended and restated as set forth below, and hereafter, these Amended and Restated Articles of Organization, as amended from time to time, shall be the articles of organization of the Company, but the original effective date of formation of the Company shall remain unchanged pursuant to the provisions of Section 608.411 of the Florida Statutes (1995).

#### **ARTICLE I.**

The name of the limited liability company is HILLTOP VILLAGE, L.C.

#### **ARTICLE II.**

The foregoing Recitals are true and correct, and are hereby incorporated in their entirety as a preamble to and as a part of these Amended and Restated Articles of Organization.

#### **ARTICLE III.**

1. The Company shall exist until December 31, 2031.
2. The existence of the Company shall be deemed to have commenced on the date that the Articles were originally filed with the Secretary of State, August 7, 1996.

#### **ARTICLE IV.**

The registered agent is Key Corporate Services, Inc., having an address of 200 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

#### **ARTICLE V.**

The initial Operating Agreement was adopted by the Members of the Company as of the date of the Company's formation. The power to alter, amend, or repeal the Operating Agreement is vested in the Members of the Company in the manner set forth in the Operating Agreement.

#### **ARTICLE VI.**

The Operating Agreement of the Company contains provisions regarding:

1. The rights of the Members to assign their interests in the Company and to admit additional Members, and the terms and conditions of such assignments and admissions;
2. The rights of the remaining members of the Company to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, and any other event which terminates the continued membership of a Member in the Company.

#### **ARTICLE VII.**

The mailing address and the street address of the principal office of the Company are both 9200 South Dadeland Boulevard, Suite 500, Miami, Florida 33156.

#### **ARTICLE VIII.**

The business of the Company shall be managed by EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation, having an address of 9200 South Dadeland Boulevard, Suite 500, Miami, Florida 33156.

#### **ARTICLE IX.**

The Members of the Company shall be :

**EQUITYLINE FINANCIAL GROUP, INC.**, a Florida corporation, having an address of 9200 South Dadeland Boulevard suite 500 Miami, Florida 33156; and

**ROBERT E. SPIELMAN**, as Trustee of the Robert E. Spielman Living Revocable Trust u/d/d 5/02/96, having an address of 9200 South Dadeland Boulevard, Suite 500, Miami, Florida 33156.

**THESE AMENDED AND RESTATED ARTICLES OF ORGANIZATION** are duly executed by all of the past and current Members of Hilltop Village, L.C., a Florida limited liability company, on this 28th day of August, 1997, at Miami, Florida.

#### **CURRENT MEMBERS:**

**EQUITYLINE FINANCIAL GROUP, INC.**,  
a Florida corporation

By:

**ROBERT E. SPIELMAN, President**

**ROBERT E. SPIELMAN**, as Trustee of the  
Robert E. Spielman Living Revocable Trust  
u/d/d 5/02/96.

#### **PAST MEMBER:**

**EQUITY CAPITAL HOLDINGS II, LTD.**,  
a Florida limited partnership

By:

**Robert E. Spielman, General Partner**

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

KEY CORPORATE SERVICES, INC.

By: Edgar Lewis 8.28.97  
Date