

LAW OFFICES OF  
**MELAND & RUSSIN, P.A.**  
1180 FIRST UNION FINANCIAL CENTER  
800 SOUTH MIAMI AVENUE  
MIAMI, FLORIDA 33131

MARK B. MELAND

TELEPHONE (305) 338-6363  
TELEFAX (305) 355-1221

Sept 2, 1996

VIA AIR MAIL EXPRESS

200001954072  
-09/24/96--01021--006  
\*\*\*337.50 \*\*\*337.50

**L9600001004**

Re: Organization of 1065 Oaks Associates, L.L.C.

Ladies and Gentlemen:

I am enclosing for filing one original and one copy of the executed and notarized Articles of Organization for the above-referenced corporation.

Also, enclosed is a check in the amount of \$337.50 representing all filing fees and costs.

Please send us a certified copy of the filed Articles of Organization at your earliest opportunity in the stamped and self-addressed envelope provided for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

  
Mark S. Meland

MSM/aa  
Enclosures

cc: secretary.ltl

96 SEP 23 PM 2:46  
MELAND & RUSSIN, P.A.  
1180 FIRST UNION FINANCIAL CENTER  
800 SOUTH MIAMI AVENUE  
MIAMI, FLORIDA 33131

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**ARTICLES OF INCORPORATION  
OF  
1065 OAKS ASSOCIATES, L.L.C.**

**ARTICLE I - Name**

The name of the corporation is 1065 Oaks Associates, L.L.C.  
(the "Company").

**ARTICLE II - Duration**

The period of duration for the Company shall be 50 years.

**ARTICLE III - Address**

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

c/o SDG Management Corp.  
950 3rd Avenue  
New York, New York 10022

**ARTICLE IV - Initial Registered Office and Agent**

The name of the initial registered agent of the Corporation  
and the street address of the registered office of this Corporation  
is:

Meland & Russin, P.A.  
2420 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE V - Management**

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

Stuart D. Goldstein  
950 3rd Avenue  
New York, New York 10022

Steven Fastenberg  
950 3rd Avenue  
New York, New York 10022

Charles Rosenberg  
c/o Ginger Spirits  
2875 N.E. 191st Street  
Suite 602A  
N. Miami Beach, Florida 33180

**ARTICLE VI - PURPOSES**

This Company is organized for the purposes of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

**ARTICLE VII - Admission of Additional Members**

The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

**ARTICLE VIII - Members Rights to Continue Business**

The members of the Company shall not have the right 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 unless the business of the Company is continued by the consent of all of the remaining members.

IN WITNESS WHEREOF, I have hereto affixed my hand, as a member of this Limited Liability Company on this 18 day of September, 1996.

  
Stuart D. Goldstein

**AFFIDAVIT OF MEMBERSHIP OF CONTRIBUTIONS**

A member of 1065 Oaks Associates, L.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 \$1,000.00.
- 3) the total amount of cash or property anticipated to be contributed by members is \$450,000.00. This total includes amount from item 2 above.

  
Stuart D. Goldstein, Member

STATE OF ~~FLORIDA~~ <sup>NEW YORK</sup> )  
COUNTY OF ~~DADE~~ <sup>NEW YORK</sup> )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of September, 1996, by Stuart D. Goldstein, who ~~is personally known to me or~~ who has produced driver's license as identification and who did take an oath.

Notary Public, State of New York  
Not. No. 4012000  
Qualified in Queens County, N.Y.  
Commission Expires August 13, 1998

  
Notary Public, State of Florida  
At Large  
Print Name: EDWARD M. FOX  
Commission No.

My commission expires: 1998

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

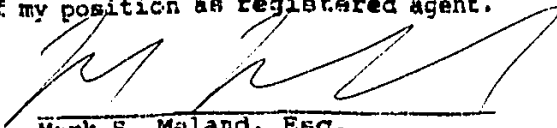
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,  
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY,  
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the Limited Liability Company is:  
1065 Onko Associates, L.L.C.
- 2) The name and address of the registered agent  
and office is:

Mark S. Meland, Esq.  
Meland & Russin, P.A.  
2420 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

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.

9/18/96  
Date

  
Mark S. Meland, Esq.

corpdocs/artorg.11c

FILED  
96 SEP 23 PM 2:46  
TALLAHASSEE, FLORIDA