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LAW OFFICES
KOEPPEL, GOTTLINB, MESCHES, HERZFELD & RUBIN

EDUCIANTC BUILDING
888 LAKEVIEW AVENUE
SUITE 800

WINT PALM BRANCH, FLORIDA 33401-0140

JOEL P. KOEPPEL, P.A.
MEMBER FL & NY BARS

TELEPHONE (407) 655-4080
TELECOPIER (407) 655-5350

October 14, 1996

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

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-10/22/96--01073--003
*****337.50 *****337.50

RE: **NLS COMMUNITIES, L.C.**

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization OF NLS Communities, L.C. together with Resident Agent form, Affidavit of Membership and Contributions and this firm's check in the amount of \$337.50 representing filing fee of \$250.00, Registered Agent's fee of \$35.00 and certified copy fee of \$52.50. Please return one certified copy to the undersigned at the above address.

Thank you for your cooperation.

Very truly yours,

Sheryl G. Klein

Sheryl G. Klein
Legal Assistant

/sgk

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96 OCT 21 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIALLY AFFILIATED FIRMS

HERZFELD & RUBIN
SUITE 1501 801 BRICKELL AVE.
MIAMI, FLORIDA

HERZFELD & RUBIN, P.C.
40 WALL STREET
NEW YORK, NEW YORK

HERZFELD & RUBIN
1825 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA

HERZFELD & RUBIN
SUITE 400
1901 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA

BARR, MURMAN, TONELLI,
HERZFELD & RUBIN
SUITE 801 201 E. KENNEDY BLVD.
TAMPA, FLORIDA

DECICCIO, HERZFELD & RUBIN
SUITE 807
20 N. ORANGE AVENUE
ORLANDO, FLORIDA

BULLOCK, CHILDS, PENDLEY,
REED, HERZFELD & RUBIN
SUITE 711 233 E. BAY STREET
JACKSONVILLE, FLORIDA

HANILON, LAVIGNE, TOPCHIK,
HERZFELD & RUBIN
10 PARSONAGE ROAD
EDISON, NEW JERSEY

**ARTICLES OF ORGANIZATION
OF
NLS COMMUNITIES, L.C.**

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26 OCT 21 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles or Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **NLS COMMUNITIES, L.C.** ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be:

1800 Corporate Boulevard, Suite 300
Boca Raton, FL 33431

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles or organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

Joel P. Koeppel
222 Lakeview Avenue, Suite 260
West Palm Beach, FL 33401.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminate the continued membership of a member in the company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles or Organization. The name and address of the initial manager of the Company is:

Ned Siegel
1800 Corporate Boulevard, Suite 300
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at West Palm Beach, FL 33401 on this 15th day of October, 1996.

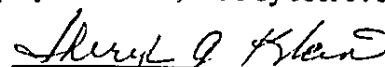

Joel P. Koeppl, Organizer

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 15th day of October, 1996 by Joel P. Koeppl.



SHERYL G. KLEIN
MY COMMISSION # CC324700 EXPIRES
November 21, 1997
BONDED THRU TRICY FARM INSURANCE, INC.


Notary Public SHERYL G. KLEIN
(Print Name)

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

EXHIBIT "A"

Ned L. Siegel	-	\$396.00
Stephanie Siegel	-	\$ 4.00

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of NLS COMMUNITIES, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Joel P. Koepfel, Registered Agent

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NLS COMMUNITIES, 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 \$400.00.
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 total amount of cash or property anticipated to be contributed by member(s) is \$400.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: October 15th, 1996


Joel P. Koeppe

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 15th day of October, 1996, by Joel P. Koeppe.



SHERYL G. KLEIN
MY COMMISSION # CC324700 EXPIRES
November 21, 1997
BONDED THRU TRS. & AIN INSURANCE, INC.


Notary Public SHERYL G. KLEIN
(Print Name)

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced _____

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TALLAHASSEE, FLORIDA