

LAW OFFICES OF
MELAND & RUSSIN, P.A.
8420 FIRST UNION FINANCIAL CENTER
800 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

MARK B. MELAND

TELEPHONE (305) 358-8383
TELEFAX (305) 358-1821

December 19, 1996

VIA AIRMAIL

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/19/96--01079--001
****337.50 ****337.50

Re: **Organization of 9200 Bay 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

secretary.lc2

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SECRETARY OF STATE
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ARTICLES OF ORGANIZATION
OF
9200 BAY ASSOCIATES, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - Name

The name of the corporation is 9200 Bay 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

Edward M. Fox
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

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

ARTICLE VI - Purpose

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 hereunto affixed my hand, as a member of this Limited Liability Company on this 16th day of December, 1996.


Charles Rosenberg

AFFIDAVIT OF MEMBERSHIP OF CONTRIBUTIONS

A member of 9200 Bay 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 \$425,000.00. This total includes amount from Item 2 above.

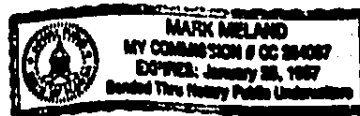
Charles Rosenberg
Charles Rosenberg, Member

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th day of December, 1996, by Charles Rosenberg, who is personally known to me or who has produced as identification and who did take an oath.

[Signature]
Notary Public, State of Florida
At Large
Print Name:
Commission No.

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, 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:
9200 Bay 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.

12/18/96
Date


Mark S. Meland, Esq.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA