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RUDNICK & WOLFE

12/26/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000017998 1))

TO: DIVISION OF CORPORATIONS
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NAME: LWH TAMPA, L.L.C.
AUDIT NUMBER.....H96000017998
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS...1
CERT. COPIES.....1
PAGES..... 5
DEL.METHOD.. FAX
EST.CHARGE.. \$346.25

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**ARTICLES OF ORGANIZATION
OF
LWH TAMPA, L.L.C.**

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TALLAHASSEE, FLORIDA

The undersigned Member signs these Articles of Organization and forms a limited liability company (the "Company") under the Florida Limited Liability Company Act (the "Act"), as follows:

**ARTICLE I
Name**

The name of the Company is: **LWH Tampa, L.L.C.**

**ARTICLE II
Duration**

The Company's existence will begin upon filing of these Articles of Organization with the Florida Department of State and will continue until December 31, 2046, unless sooner terminated pursuant to its Regulations or law.

**ARTICLE III
Address**

The mailing address and street address of the principal office of the Company is: c/o Wallace S. Levin, 4000 Island Boulevard, Townhouse #2, North Miami, Florida 33160.

**ARTICLE IV
Initial Registered Office and Agent**

The street address of the initial registered office of the Company is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Cynthia A. Henderson.

Prepared by: Cynthia A. Henderson
Florida Bar Number 0502014
Rudnick & Wolfe
101 E. Kennedy Boulevard, Suite 2000
Tampa, FL 33602
(813) 229-2111

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ARTICLE V
Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: In accordance with Article 10.2 of the Operating Agreement of the Company pursuant to which: No person shall be admitted as an additional or substituted Member under this Agreement unless and until:

- (i) such admission has been approved by the existing Members;
- (ii) an assignment by a Member is made in writing, signed by the assigning Member, and accepted in writing by the assignee, and a duplicate original of such assignment is delivered to each other Member;
- (iii) the Company either waives this requirement or receives an opinion of counsel satisfactory to the Company opining that the assignment:
 - (a) will not result in a termination of the Company for federal income tax purposes;
 - (b) will not result in the Company failing to qualify for an exemption from the registration requirements of the federal or any applicable state securities laws;
 - (c) such transfer otherwise will not result in adverse tax consequences to the Company or the Members; and
 - (d) such assignment will not result in a default under any loan agreement, contract or other agreement to which the Company or any of its assets are bound; and
- (iv) the prospective admittee executes and delivers to the Company a written agreement, in form reasonably satisfactory to the Members, pursuant to which said person agrees to be bound by and confirms the agreements, representations, warranties, and power of attorney contained in the Operating Agreement.

ARTICLE VI
Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a

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member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

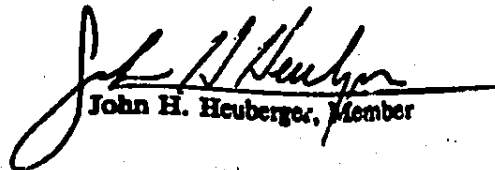
In accordance with Article 13.1 of the Operating Agreement of the Company pursuant to which the business of the Company shall be continued and governed by the Operating Agreement of the Company, if not later than ninety (90) days following the occurrence of an event which terminates the continued membership of a member in the Company (i) there are at least two (2) remaining Members of the Company, and (ii) the continuation of the Company is approved by the affirmative vote of a majority of the remaining Members.

ARTICLE VII Management

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Wallace S. Levin, 4000 Island Boulevard, Townhouse #2, North Miami Beach, Florida 33160; Mark Levin, 555 Laurel Avenue, Apartment 515, San Mateo, California 94401; Nancy Walfish, 19885 N.E. 22nd Avenue, North Miami Beach, Florida 33180; John Heuberger, 107 West St. Andrews Lane, Deerfield, Illinois 60015; John Heuberger, Trustee of the Jared M. Walfish Irrevocable Trust, 203 North LaSalle Street, Chicago, Illinois 60601; Donna C. Heuberger, 107 West St. Andrews Lane, Deerfield, Illinois 60015; Paul A. Levin, 4242 New Hope Springs Drive, Hillsborough, North Carolina 27278.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization on December 23, 1996.


John H. Heuberger, Member

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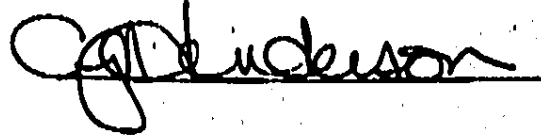
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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Company, at the place designated in these Articles of Organization, 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.



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of LWE TAMPA, L.L.C. (the "Company") deposes and says:

1. The Company has at least 2 members.
2. The total amount of cash contributed by the Members is \$1,131.30
3. If any, the agreed value of property other than cash contributed by Members is 112,000.00
4. The amount of cash or property anticipated to be contributed by Members) is \$0.00
5. The total amount of 2, 3 and 4 is \$113,131.30

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit by a Member constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


John H. Heuberger