



THE UNITED STATES
CORPORATION
COMPANY

L97000000079

ACCOUNT NO. : 072100000032

REFERENCE : 221157 4301893

AUTHORIZATION :

Patricia Pajuta

COST LIMIT : \$ 337.50

ORDER DATE : January 14, 1997

ORDER TIME : 10:59 AM

ORDER NO. : 221157-005

CUSTOMER NO: 4301893

900002057549--5

CUSTOMER: Susan Fields, Legal Asst
REID & PRIEST L L P

40 West 57th Street

New York, NY 10019

DOMESTIC FILING

NAME:

GABLES
PALLAZZO L.C.

FILED
97 JAN 14 PM 2:45
SECRET
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS: _____

KR
1-21-97

WAT-97
1/14/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 14, 1997

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: PALLAZZO L.C.
Ref. Number: W97000000950

RESUBMIT
Please give original
submission date as file date.

We have received your document for PALLAZZO L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 297A00001924

**ARTICLES OF ORGANIZATION
FOR
PALLAZZO GABLES L.C.**

97 JAN 14 PM 2:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of the Limited Liability Company is PALLAZZO GABLES L.C.

**ARTICLE II
Address**

The mailing address and street address of the principal office of the Limited Liability Company is 7360 Southwest 165th Street, Miami, Florida 33157.

**ARTICLE III
Duration**

The period of duration for the Limited Liability Company shall be from the date hereof until December 31, 2010, or until terminated in accordance with the provisions of the Operating Agreement, whichever shall occur earlier.

**ARTICLE IV
Management**

The Limited Liability Company is to be managed by the members and the name and address of the managing member is Robert J. Reger, Jr., 2200 Hunter Brook Rd., Yorktown Heights, NY 10598.

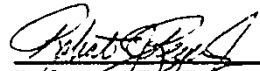
**ARTICLE V
Admission of Additional Members**

The remaining members shall have the right to admit additional members from time to time. Such additional members shall execute written acceptances and adoptions of the provisions of the Operating Agreement.

**ARTICLE VI
Members Rights to Continue Business**

The remaining members shall have the right to continue business on the death, insanity, bankruptcy, dissolution, retirement, resignation, expulsion, or withdrawal of any Member upon a vote or written consent of a majority in interest of all remaining members within 180 days after such event.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed this 8th day of January, 1997, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



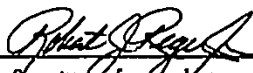
Robert J. Reger, Jr.
Managing Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

_____ PALLAZZO GABLES 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 \$ 315,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ _____.
- 5) the total amount of 2, 3, and 4 is \$ 315,000.



Signature of a member or authorized representative of a member,
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

**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: PALLAZZO GABLES L.C.

2. The name and address of the registered agent and office is:

Frederick D. Laub

(Name)

7360 Southwest 165th Street

(P.O. Box or Mail Drop Box NOT acceptable)

Miami, FL 33157

(City/State/Zip)

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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.

By:

Frederick D. Laub

(Signature)

December 9th, 1996

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent