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March 25, 1997

WRITER'S
603 10

VIA FEDERAL EXPRESS

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

Re: J.B. Realty Holdings, LC

Dear Sir or Madam:

Enclosed herewith for filing please find Articles of Organization and affidavit together with designation of registered agent. We are enclosing herewith in connection with the above our checks in the sum of \$250 for the filing fee, \$35.00 for the designation of registered agent and \$52.50 for a certified copy.

Thank you for your prompt consideration.

Very truly yours,

Robert M. Milner

RMM:jj
Enclosure

800002125158--4
-03/26/97-01117-001
*****250.00 *****250.00

800002125158--4
-03/26/97-01117-002
*****35.00 *****35.00

800001215158--7
-03/26/97-01117-003
*****52.50 *****52.50

FILED
97 MAR 26 AM 11:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

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TALLAHASSEE FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

J.B. Realty Holdings L.C.

ARTICLE II - Address:

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

c/o Harvey Lang, Diamond beach Properties Inc.
642 N. University Drive
Plantation, Florida 33324

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

(check and complete the appropriate statement)

☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

☒ 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:

Arnold Bercovitch
20191 E. Country Club Drive, Apt. 1701
Aventura, Florida 33180

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:

By unanimous vote or designation of all surviving members. Additional members may be admitted on such terms, conditions and provisions as set forth in an operating agreement for the Limited Liability Company or, in default thereof, upon such terms, conditions and provisions as are then fixed and agreed to by and between the remaining members and the additional members.

ARTICLE VI- Members Rights to Continue Business:

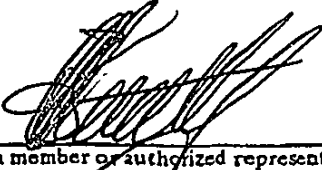
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of the member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the Limited Liability Company shall continue in operation and shall be deemed reformed with the remaining members as partners together with such additional members as may be admitted pursuant to the provisions of Article V and shall operate pursuant to the terms, condition and provisions of any existing operating agreement theretofore existing or subsequently adopted by all of the members.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of J.R.
Realty Holdings 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 \$60,000
- 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
\$ 60,000 . This total includes amounts from 2 and 3 above.

X 
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.)

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TALLAHASSEE FLORIDA

FILING FEE: \$ 250 for Articles of Organization and Affidavit

**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: J.B. REALTY HOLDINGS, L.C.

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

DIAMOND BEACH PROPERTIES, INC.

(Name)

642 NORTH UNIVERSITY DRIVE, PLANTATION, FL. 33324

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

(City/State/Zip)

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TALLAHASSEE FLORIDA

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.

DIAMOND BEACH PROPERTIES, INC.

BY 

(Signature)

March 24/97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent