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March 27, 1997

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OF COUNSEL  
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Federal Express

Division of Corporations-Limited Liability Companies  
Office of the Secretary of State  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

400002127414--3  
-03/28/97--01099--002

Re: South Florida Commercial Properties, L.C. \*\*\*\*337.50 \*\*\*\*337.50

Gentlemen:

Enclosed is a check payable to your order issued by our firm in the amount of \$337.50, which represents the filing fee for designation of registered agent and cost of a certified copy of the Articles of Organization of South Florida Commercial Properties, L.C. You will find duplicate originals of the following instruments for filing:

1. Articles of Organization;
2. Affidavit of Capital Contribution; and
3. Certificate of Designation of Registered Agent/Registered Office.

We would appreciate a telephone call from your office confirming the receipt and filing of these instruments. For purposes of returning a certified copy, together with the Certificate of Organization, we are enclosing a Federal Express way bill, which is preprinted with our account number so that our office will bear the charges of the response.

If any questions arise, please feel free to call

Yours very truly,

DOW, COGBURN & FRIEDMAN,

By

Abraham P. Friedman

APF/cd  
cc: Ms. Joanne Epstein

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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4-1-97  
JPB

**ARTICLES OF ORGANIZATION  
SOUTH FLORIDA COMMERCIAL PROPERTIES, L.C.**

The undersigned, Joanne Epstein, President of Evergreen Realty Corporation, which desires to become a member of and to act as an organizer of a limited liability company (the "Company") under the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such limited liability company.

**ARTICLE I.**

The name of the Company is SOUTH FLORIDA COMMERCIAL PROPERTIES, L.C.

**ARTICLE II.**

The mailing address and principal office of the Company is 19204 North East 25th Avenue, Unit No. 312, North Miami Beach, Florida 33180.

**ARTICLE III.**

The Company shall have perpetual existence.

**ARTICLE IV.**

The Company is to be managed by a manager or managers and the initial manager is:

Joanne Epstein  
121 N. Post Oak Lane, Apt. 201  
Houston, Texas 77024

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TALLAHASSEE, FLORIDA

ARTICLE V.

The name and street address of the initial registered agent of the Company is

Mrs. Deborah Epstein Firestone  
19204 North East 25th Ave, Unit No. 312  
North Miami Beach, Florida 33180

ARTICLE VI.

The street address of the initial registered office of the Company is 19204 North East 25th Avenue, Unit No. 312, North Miami Beach, Florida 33180.

ARTICLE VII.

The Company shall be composed of members whose rights, obligations, duties, responsibilities, and benefits shall be as set forth in regulations adopted by the manager. The right to alter, amend or repeal the regulations at any time and from time to time shall be vested in the manager.

IN WITNESS WHEREOF, the undersigned hereunto have set their hands on this 26th day of March, 1997.

EVERGREEN REALTY CORPORATION

By: Joanne Epstein, Pres.  
Joanne Epstein, President

# AFFIDAVIT OF CAPITAL

THE STATE OF FLORIDA

§  
§  
§

COUNTY OF DADE

BEFORE ME, the undersigned authority personally came and appeared Joanne Epstein, who upon being duly sworn and did depose and say as follows:

1. My name is Joanne Epstein and I am over the age of twenty-one (21) and I am acting as the authorized representative of Evergreen Realty Corporation, a member of South Florida Commercial Properties, L.C., a Florida limited liability company (the "Company").
2. The Company has at least two (2) members.
3. The total amount of cash contributed by the members in exchange for units in the Company is \$1,000.
4. The agreed value of property other than cash contributed by the members to the Company in exchange for units of the Company is \$.00.
5. The total amount of cash or property anticipated to be contributed by members is \$1,000. This total includes the amounts from 3 and 4 above.

Executed this 26th day of March, 1997.

Joanne Epstein  
Joanne Epstein

Sworn to and subscribed before the undersigned authority on this the 26 day of March, 1997.

Betty J. Grier  
Notary Public in and for  
the State of FLORIDA

BETTY J. GRIER  
Printed Name of Notary



Betty J. Grier  
Notary Public, State of Florida  
Commission No. CC 491971  
My Commission Expires 02/16/99

My Commission expires: \_\_\_\_\_

In accordance with Section 608.408(3) of the Florida Limited Liability Company Act, 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 AND REGISTERED OFFICE

South Florida Commercial Properties, L.C., a Florida limited liability company (the "Company") files this statement for the designation of registered office and registered agent.

1. The name of the limited liability company is "South Florida Commercial Properties, L.C."

2. The post office address of the Company's registered agent is 19204 Northeast 25th Street, Unit 312, North Miami Beach, Florida 33180.

3. The name of the Company's registered agent is Deborah Epstein Firestone.

4. The post office address of the registered agent and the post office address of the business office of the registered agent is Deborah Epstein Firestone, 19204 Northeast 25th Street, Unit 312, North Miami Beach, Florida 33180.

EXECUTED this the 26th day of March, 1997.

Deborah Epstein Firestone  
DEBORAH EPSTEIN FIRESTONE

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TALLAHASSEE, FLORIDA