

**CORPORATE
ACCESS,
INC.**

L9 7000000456

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666, Fax (850) 222-1666

WALK IN

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4/21/98

☒ **CERTIFIED COPY**

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CUS

☒ **FILING**

Amendment

1.) L9 Piazza at Young Circle, L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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4/28/98

400002494634--1
-04/28/98--01020--023
*****17.50 *****17.50

400002494634--1
-04/21/98--01012--021
*****140.00 *****140.00

RECEIVED
98 APR 28 AM 9:37
DIVISION OF CORPORATION

RECEIVED
98 APR 21 AM 9:26
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 21, 1998

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: LA PIAZZA AT YOUNG CIRCLE, L.C.
Ref. Number: L97000000456

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 10:44

We have received your document for LA PIAZZA AT YOUNG CIRCLE, L.C. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file the AMENDED AND RESTATED ARTICLES is \$52.50. A certified copy is \$52.50. If you need to file the document and obtain 2 certified copies, then we must collect a TOTAL of \$157.50.

Please note that we have RETAINED the \$140.00 you sent. Please send an ADDITIONAL \$17.50.

ALSO, THE Amended and Restated Certificate states in ARTICLE 6 that the total anticipated member contributions have increased from \$1,000.00 to \$612,727.00. If that is so, then the company must file a SUPPLEMENTAL AFFIDAVIT. Please use the attached form, and please note that the FEE to file the SUPPLEMENTAL AFFIDAVIT is \$250.00. The AFFIDAVIT is a SEPARATE FILING, but it will need to be filed along with the AMENDED AND RESTATED ARTICLES.

ALSO, the AMENDED AND RESTATED CERTIFICATE list "PLACE OF BUSINESS" address as it MUST DO, but it MUST ALSO specify a MAILING ADDRESS for the company.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 198A00021405

*Corrected
4/28*
(Signature)

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, in particular, Sections 608.407 and 608.411, do hereby restate and amend the Articles of Organization of La Piazza at Young Circle, L.C., which were originally filed with the Secretary of State on April 28, 1997. The effective date of these Amended and Restated Articles of Organization shall be their filing with the Secretary of State.

The undersigned do hereby set forth the following as the Amended and Restated Articles of Organization of La Piazza at Young Circle, L.C.:

1. NAME

The name of the Limited Liability Company is:

LA PIAZZA AT YOUNG CIRCLE, L.C.

2. PERIOD OF DURATION

The period of duration of this limited liability shall be from the date of filing until the first to occur of the following: (a) ninety (90) years from the date of filing of these Amended and Restated Articles of Organization with the Department of State; or (b) dissolution of this limited liability company pursuant to the provisions of the Florida Limited Liability Company Act.

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1998

3. PURPOSE

The purpose is to manage, operate, mortgage, sell or otherwise deal with certain real property located in Hollywood, Broward County, Florida, and legally described as follows:

All of Block 41 of **TOWN OF HOLLYWOOD**, according to the Plat thereof as recorded in Plat Book 1, at Page 21, of the Public Records of Broward County, Florida.

and to engage in such other business and activities as may be permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in limited liability companies organized and existing by virtue of said laws.

4. ADDRESS OF PLACE OF BUSINESS

The address of the place of business in Florida and the mailing address for the Limited Liability Company is 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021.

5. REGISTERED AGENT

The name and address of the initial Registered Agent in Florida for the Limited Liability Company is **STEVEN B. BERMAN**, 3990 Sheridan Street, Suite 209, Hollywood, Florida 33021.

6. CAPITAL CONTRIBUTIONS

Upon the initial organization of this Limited Liability Company, the total amount of cash and the agreed value of all property other than cash contributed was

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\$1,000.00.

Upon the filing of these Amended and Restated Articles of Organization, the total amount of cash and the agreed value of all property other than cash contributed or anticipated to be contributed by the Members is \$612,927.00.

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7. ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made by the vote of a majority of all of the members in accordance with the provisions of Paragraph 10 below.

8. ADDITIONAL MEMBERS

Members may admit additional members upon unanimous agreement of the then existing members.

9. CONTINUITY OF BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this Limited Liability Company subject to the approval by unanimous vote of the remaining

members; provided that at least two members remain.

10. MANAGEMENT

The business and affairs of the Limited Liability Company shall be managed and all decisions shall be made by a majority vote of the members, each member having one vote for each percentage point (or the appropriate fraction thereof) of "percentage ownership" in the Limited Liability Company. Notwithstanding the same, the execution of any instrument, including deeds, mortgages, leases and other contracts, purporting to be signed on behalf of the Limited Liability Company by any two (2) members shall, as to any third party relying thereon, be conclusively presumed to have been the authorized act of the Limited Liability Company, and shall, for all purposes, bind it. The names, addresses and percentage ownership of the members of the Limited Liability Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
HOWARD B. BERMAN,	3990 Sheridan Street Suite 209 Hollywood, FL 33021	.5625%
SUSY BERMAN	3990 Sheridan Street Suite 209 Hollywood, FL 33021	12.5625%
STEVEN B. BERMAN	3990 Sheridan Street Suite 209 Hollywood, FL 33021	16.5625%

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ABRAHAM BATIEVSKY	3990 Sheridan Street Suite 209 Hollywood, FL 33021	12.5625%
HAROLD A. COHEN AND GAIL D. COHEN AS TRUSTEES OF THE GAIL D. COHEN INTER VIVOS TRUST U/A/D 4/27/89	5220 N. 35th Street Hollywood, FL 33021	30.000%
SHIRLEY ATTIAS IRA	P.O. Box 24147 Ft. Lauderdale, FL 33307	6.2500%
BENNY FLINT	3801 N.E. 207 Street Apartment 1102 Aventura, FL 33180	3.6250%
MIRIAM FLINT	1000 Quayside Terrace Apartment 301 Miami, FL 33138	3.6250%
CAPITAL VENTURES LIMITED, INC. c/o Gabriel Salazar	7695 S.W. 104 Street Suite 100 Miami, FL 33156	6.2500%
ROBIN E. BERMAN		4.00%
MARCIE D. BOUR		<u>4.00%</u>
TOTAL		100%

11. REGULATIONS

The regulations of this Limited Liability Company may only be adopted, amended, altered or repealed by a majority vote of the members, said votes being cast

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in the manner set forth in Paragraph 10 above.

12. AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

Executed at Hollywood, Broward County, Florida, on the 17 day of December, 1997.



HOWARD B. BERMAN, MEMBER



SUSY BERMAN, MEMBER



STEVEN B. BERMAN, MEMBER



ABRAHAM BATIEVSKY, MEMBER

STATE OF FLORIDA

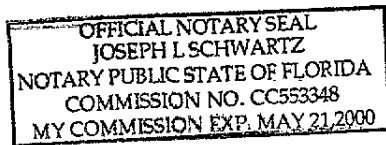
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 17 day of December, 1997, by HOWARD B. BERMAN, SUSY BERMAN, STEVEN B. BERMAN and ABRAHAM BATIEVSKY, the members of LA PIAZZA AT YOUNG CIRCLE, L.C., a Florida Limited Liability Company to be formed, who are

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personally known to me, or if not, produced _____
identification.

Joseph L. Schwartz
Notary Public, State of Florida
at Large
My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

HAVING been appointed the Registered Agent of LA PIAZZA AT YOUNG CIRCLE, L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as Registered Agent by LA PIAZZA AT YOUNG CIRCLE, L.C.

Executed this 17 day of December, 1997.

Steven B. Berman
STEVEN B. BERMAN,
REGISTERED AGENT

c:\clients\berman
LaPiazAr.Amd
JLS/mm