

L97000000563

LAW OFFICE
GREEN, KAHN, PIOTRKOWSKI
A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET
MIAMI BEACH, FLORIDA 33141

PLEASE REPLY TO: P.O. BOX 4287

FILED

97 MAY 20 AM 11:03

AREA CODE 305
MIAMI 865-4311
TELEFAX 861-8813

KAREN B. COHEN
MARVIN M. GREEN
BRUCE H. HORNSTEIN
DONALD J. KAHN
JOEL S. PIOTRKOWSKI

RECEIVED
TALLAHASSEE, FLORIDA

May 19, 1997

Via Federal Express:
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32301

200002185212--2
-05/20/97--01075--009
***285.00 ***285.00

Re: Articles of Organization
Spring Tree Hill, L.C.

Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Organization for the above, together with our check in the amount of \$285.00 representing the following:

Filing Fee	\$250.00
Resident Agent Fee	<u>35.00</u>
	\$285.00

After filing, please forward to this office the copy of the Articles of Organization marked "filed".

Your prompt attention in this matter is appreciated.

Very truly yours,

JOEL S. PIOTRKOWSKI

JSP:ss
Enclosures

CH
5/22/97

FILED

97 MAY 20 AM 11:03

HALLANDALE, FLORIDA

ARTICLES OF ORGANIZATION

OF

SPRING TREE HILL, L.C.

The undersigned, desiring to form a limited liability company pursuant to Chapter 608, Florida Statutes, state:

ARTICLE I

NAME

The name of this limited liability company is SPRING TREE HILL, L.C.

ARTICLE II

DURATION

The duration of the limited liability company shall commence upon the filing of these Articles of Organization with the Florida Department of State and the issuance of the certificate of organization, and shall terminate thirty (30) years from the date of such certificate.

ARTICLE III

PURPOSE

It is the purpose of the limited liability company to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to acquiring, owning, holding, improving, using, selling, conveying, mortgaging or otherwise dealing in or with real or personal property, or interests in real or personal property, wherever situated.

ARTICLE IV

ADDRESS

The address of the place of business of the limited liability company in the State of Florida is 2030 S. Ocean Drive, Suite 820, Hallandale, Florida 33009, and the name and address of its initial Registered Agent is Joel S. Piotrkowski, Esquire, 317 - 71st Street, Miami Beach, Florida 33141.

ARTICLE V

CASH AND PROPERTY CONTRIBUTED

The total amount of cash and a description and agreed value of property other than cash contributed is as follows:

Property in the amount of \$100,000.00

ARTICLE VI

ADDITIONAL CONTRIBUTIONS

There is no agreement among the members to make additional contributions.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members upon such terms and conditions as they may determine.

ARTICLE VIII

CONTINUITY OF BUSINESS

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

ARTICLE IX

MANAGEMENT

Management of the limited liability company is reserved to the members, whose names and addresses are as follows:

Julie Realty of Florida, Inc., a Florida corporation	2030 S. Ocean Drive Suite 820 Hallandale, Fl. 33009
Genrak Holdings, Inc., a Canadian corporation	10101 Collins Avenue Suite 7F Bal Harbour, Fl. 33154
WCM Construction, Inc., a Florida corporation	c/o Dominic Tripodi 1302 S.E. Second Avenue Dania, Fl. 33004

Tripodi Development Corp.,
a Florida corporation

1302 S.E. Second Avenue
Dania, Fl. 33004

HSD Investments, L.C., a
Florida Limited Liability
Corporation

c/o Isaac Reiter
2030 S. Ocean Drive
Suite 820
Hallandale, Fl. 33009

ARTICLE X

INDEMNIFICATION

The limited liability company shall indemnify any member, or former member, and agents of all members, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization as of this 19th day of May, 1997.



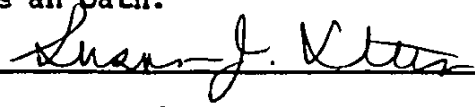
Isaac Reiter



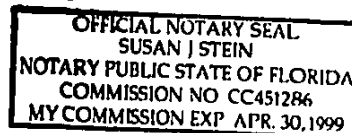
Dominic Tripodi

STATE OF FLORIDA)
 :SS.
COUNTY OF BROWARD)

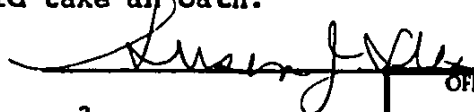
The foregoing instrument was acknowledged before me this 19th day of May, 1997, by Isaac Reiter, who is personally known to me or who has produced _____ as identification and who did take an oath.

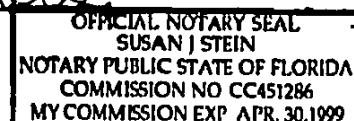


STATE OF FLORIDA)
 :SS.
COUNTY OF BROWARD)



The foregoing instrument was acknowledged before me this 19th day of May, 1997, by Dominic Tripodi, who is personally known to me or who has produced _____ as identification and who did take an oath.





FILED

97 MAY 20 AM 11:03

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTORS

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPRING TREE HILL, L.C.

STATE OF FLORIDA)
 :SS.
COUNTY OF BROWARD)

Isaac Reiter and Dominic Tripodi, being severally duly sworn,
depose and say:

1. The above named limited liability company has at least two members.
2. The total amount of cash or property contributed by the members is \$100,000.00.
3. No property other than cash shall be contributed by the members.
4. The total amount of cash or property anticipated to be contributed by the members is \$100,000.00.

SPRING TREE HILL, L.C.

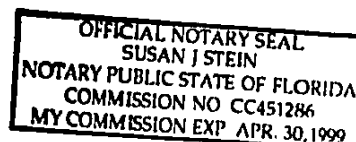
By: Isaac Reiter

By: Dominic Tripodi

The foregoing instrument was severally acknowledged before me this 19th day of May, 1997, by Isaac Reiter and Dominic Tripodi. They are each personally known to me and did take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 19th day of May, 1997.

Susan J. Stein



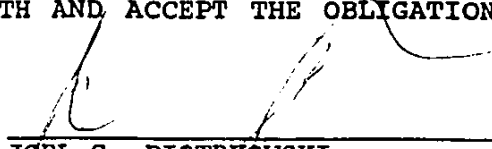
FILED

97 MAY 20 AM 11:03

DELETED

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN ARTICLE IV OF 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.



JOEL S. PIÓTRKOWSKI

Dated: May 19, 1997