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FLORIDA DIVISION OF CORPORATIONS

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((H97000009638 2))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

(212)431-1441

FAX #:

NAME: BENEDICT REALTY III, LLC

AUDIT NUMBER.....H97000009638

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1997

BLUMSBERT/EXCELSIOR CORPORATE SERVICES

SUBJECT: BENEDICT REALTY III, LLC
REF: W97000013751

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H97000009638
Letter Number: 797A00031544

H97000009638

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

ARTICLE I - NAME:

The name of the Limited Liability Company is: BENEDICT REALTY III, LLC

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is 765 JOHN RINGLING BLVD., #C38, SARASOTA, FL. 34236

ARTICLES III - DURATION:

The period of duration for the Limited Liability Company shall be: 53 YEARS

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name and addresses of the managing members are: MANGONE FAMILY PARTNERSHIP, LP AND GIOVANUCCI FAMILY PARTNERSHIP, LP BOTH AT 765 JOHN RINGLING BLVD., #C38, SARASOTA, FL. 34236

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:

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:

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62 White ST
New York, NY 10013
212-431-5000

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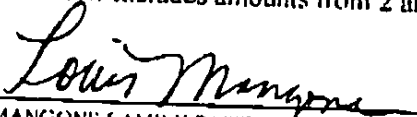
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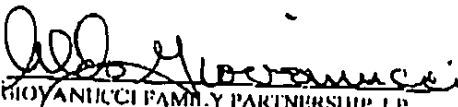
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member **BENEDICT REALTY III, LLC** deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the members is \$ 500.00
- 3) if any, the agreed value of property other than cash contributed by members is \$ 0.00 . 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 members is \$ 500.00
This total includes amounts from 2 and 3 above.


MANGONE FAMILY PARTNERSHIP, L.P.
BY: MANGONE ENTERPRISES, INC., GP
LOUIS MANGONE, PRES
MEMBER


GIOVANNUCCI FAMILY PARTNERSHIP, L.P.
BY: GIOVANNUCCI ENTERPRISES, INC., GP
ALDO GIOVANNUCCI, PRES
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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**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: BENEDICT REALTY III, LLC

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

Aldo Giovanucci

(Name)

765 John Ringling Blvd., # C38

Sarasota, FL 34236 P.O. Box or Mail Drop Box NOT acceptable

(City/State/Zip)

97 JUN 12 AM 7:56

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.

Aldo Giovanucci
(Signature)

6-10-97

(Date)

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New York, NY 10013
212-431-5000

Filing Fee: \$ 35 for Designation of Registered Agent

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