

L9700000650

6/06/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:17 PM

((H97000009375 1))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: ~~JOHANN G. RODRIGUEZ~~ *Brunton*
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: KB JACKSONVILLE ~~11~~ BUILDING, LLC
AUDIT NUMBER.....H97000009375
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..1 PAGES..... 5
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$293.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

*effective
6-6-97*

97 JUN 13 PM 8:12

REGISTRATION DIVISION

*5
6/16*

06/13/1997 15:45
1041922-3/08

3056729118
06/10/97 07:52 Florida Department pl /1

MIAMI OFFICE

PAGE 01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1997

CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: KB JACKSONVILLE II BUILDING, LLC
REF: W97000013426

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

You failed to make the correction(s) requested in our previous letter.

PAGES 2 AND 3 OF THE ARTICLES ARE NOT LEGIBLE. PLEASE DO NOT ATTEMPT TO REFILE THIS DOCUMENT UNTIL THE QUALITY HAS BEEN IMPROVED.

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) 487-6931.

Backy McKnight
Document Specialist

FAX Aud. #: E97000009375
Letter Number: 997A00031089

H97000009375

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
KB Jacksonville II Building, LLC

effective 6/6/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 AM 8:12

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
KB Jacksonville II Building, LLC
C/O Black Equities
433 N. Camden Drive, Suite 1070
Beverly Hills CA 90210

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Leonardo D. Starke
3340 McDonald Street, Suite A
Miami FL 33133

Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

H97000009375

Article VI. Dissolution

The death, insanity, bankruptcy, retirement, resignation or expulsion of a member shall cause a dissolution of the Company, except that all remaining members of the Company may vote within 30 days after any of these events to continue the legal existence of the Company, in which case the Company shall not dissolve.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the members. The name and address of each managing member is:

Stanley Black
C/O Black Equities
433 N. Camden Drive, Suite 1070
Beverly Hills, CA 90210
Joyce Black
C/O Black Equities
433 N. Camden Drive, Suite 1070
Beverly Hills, CA 90210

K. Associates, a California General Partnership
C/O Black Equities
433 N. Camden Drive, Suite 1070
Beverly Hills, CA 90210

Article IX. Company Existence

The Company's existence shall begin effective as of June 6, 1997

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Stanley Black, Member

Date: June 6, 1997

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

Affidavit of Capital Contributions

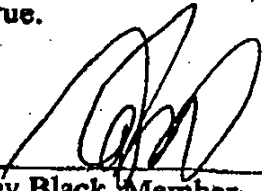
LIMITED LIABILITY COMPANY:
KB Jacksonville II Building, LLC

97 JUN 13 AM 8:13
DIVISION OF CORPORATIONS
SECRETARY OF STATE

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Stanley Black, Member

Date: June 6, 1997

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-8829
(305) 672-0686

H97000009375

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

KB Jacksonville II Building, LLC

REGISTERED AGENT/OFFICE:

**Leonardo D. Starke
3340 McDonald Street, Suite A
Miami FL 33133**

97 JUN 13 AM 8:13
STATE
DIVISIONS

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**Leonardo D. Starke
Brian R. Fons as attorney-in-fact**

Date: June 9, 1997

**Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0688**

H97000009375