

L97000001226



ACCOUNT NO. : 072100000032

REFERENCE : 588305 4301893

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 337.50

ORDER DATE : November 4, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 588305-005

200002337352--3

CUSTOMER NO: 4301893

CUSTOMER: Susan Fields, Legal Asst
REID & PRIEST L L P

40 West 57th Street

New York, NY 10019

DOMESTIC FILING

NAME: PAIFA L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

FILED
97 NOV -4 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 NOV -4 AM 10:32
DIVISION OF
INCORPORATION
11/4/97
PK

ARTICLES OF ORGANIZATION
FOR
PAIFA L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the Limited Liability Company is PAIFA L.C.

ARTICLE II
Address

The street address of the principal office of the Limited Liability Company is 5000 N.W. 36th Street, Miami, Florida 33122 and the mailing address is P.O. Box 660920, Miami Springs, Florida 33266-0920.

ARTICLE III
Duration

The period of duration for the Limited Liability Company shall be from the date hereof until December 31, 2010, or until terminated in accordance with the provisions of the Operating Agreement, whichever shall occur earlier.

ARTICLE IV
Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is Robert J. Reger, Jr., 2200 Hunter Brook Rd., Yorktown Heights, NY 10598.

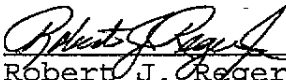
ARTICLE V
Admission of Additional Members

The remaining members shall have the right to admit additional members from time to time. Such additional members shall execute written acceptances and adoptions of the provisions of the Operating Agreement.

ARTICLE VI
Members Rights to Continue Business

The remaining members shall have the right to continue business on the death, insanity, bankruptcy, dissolution, retirement, resignation, expulsion, or withdrawal of any Member upon a vote or written consent of a majority in interest of all remaining members within 180 days after such event.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed this 27th day of October, 1997, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.


Robert J. Reger, Jr.
Managing Member

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

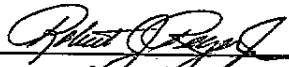
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TALLAHASSEE FLORIDA

The undersigned member or authorized representative of a member of _____

PAIFA L.C.

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ _____.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,200,000.
- 5) the total amount of 2, 3, and 4 is \$ 1,200,000.



Signature of a member or authorized representative of a 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.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE

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: PAIFA L.C.

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

William L. Harvey

(Name)

5000 N.W. 36th Street

(P.O. Box or Mail Drop Box NOT acceptable)

Miami, FL 33122

(City/State/Zip)

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.

By: 

(Signature)

OCTOBER 31, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent