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LAW OFFICES OF
MELAND & RUSSIN, P.A.
2420 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV -5 PM 3:57

TELEPHONE (305) 358-6363

TELEFAX (305) 358-1221

MARK S. MELAND

October 21, 1997

VIA OVERNIGHT DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Organization of 10101 Bay Associates, L.C.

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-10/22/97--01062--001
***337.50 ***337.50

Dear Ladies and Gentlemen:

I am enclosing for filing one original and one copy of the executed and notarized Articles of Organization for the above-referenced corporation.

Also, enclosed is a check in the amount of \$337.50 representing all filing fees and costs.

Please send us a certified copy of the filed Articles of Organization at your earliest opportunity in the stamped and self-addressed envelope provided for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,


Mark S. Meland

MSM/aa
Enclosures

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Name	
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
	KWM

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS

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October 24, 1997

LAW OFFICES OF MELAND & RUSSIN, P.A.
2420 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BLVD.
MIAMI, FL 33131

SUBJECT: 10101 BAY ASSOCIATES, L.C.
Ref. Number: W97000024247

We have received your document for 10101 BAY ASSOCIATES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

SEE ATTACHMENT),

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) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 797A00051863

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ARTICLES OF ORGANIZATION
OF
10101 BAY ASSOCIATES, L.C.

ARTICLE I - Name

The name of the corporation is 10101 Bay Associates, L.C. (the "Company").

ARTICLE II - Duration

The period of duration for the Company shall be 50 years.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company is:

c/o Crest Management Services, Inc.
10800 Biscayne Boulevard, #400
Miami, Florida 33161

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V - Management

The Company is to be managed by the members, and the name and address of the managing members are:

Stuart D. Goldstein
c/o Crest Management Services, Inc.
10800 Biscayne Boulevard, #400
Miami, Florida 33161

Eric M. Feder
c/o Crest Management Services, Inc.
10800 Biscayne Boulevard, #400
Miami, Florida 33161

Ryan Rosenberg
c/o Crest Management Services, Inc.
10800 Biscayne Boulevard, #400
Miami, Florida 33161

Charles Rosenberg
c/o Crest Management Services, Inc.
10800 Biscayne Boulevard, #400
Miami, Florida 33161

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ARTICLE VI - Purpose

This Company is organized for the purposes of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.


ARTICLE VII - Admission of Additional Members

The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

ARTICLE VIII - Members Rights to Continue Business

The members of the Company shall not have the right 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 unless the business of the Company is continued by the consent of all of the remaining members.

IN WITNESS WHEREOF, I have hereunto affixed my hand, as a member of this Limited Liability Company on this 20 day of October, 1997.


Eric M. Feder

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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:
10101 Bay Associates, L.C.
- 2) The name and address of the registered agent
and office is:

Mark S. Meland, Esq.
Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

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.

10/21/97
Date


Mark S. Meland. Esq.

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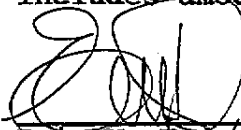
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AFFIDAVIT OF MEMBERSHIP OF CONTRIBUTIONS

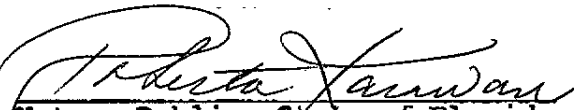
A member of 10101 Bay Associates, L.C. deposes and says:

- 1) the above named Limited Liability Company has at least two members.
- 2) the total amount of cash contributed by the members is \$1,000.00 and the agreed value of property other than cash contributed by the members is \$0.00.
- 3) the total amount of cash or property anticipated to be contributed by members is \$187,500.00. This total includes amount from Item 2 above.


Eric M. Feder, Member

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of October, 1997, by Eric Feder, ~~who is personally known to me~~ or who has produced FLA. Dr. Lic. as identification and who did take an oath.


Notary Public, State of Florida
At Large
Print Name: ROBERTA KARAWAN
Commission No.

My commission expires: 08/06/2001

