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MITCHELL T. McRAE
ANNA M. McRAE

November 6, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****285.00 ****285.00

SUBJECT: M & N Realty Trust, L.L.C.

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of:

1. The Articles of Organization for the referenced limited liability company.
2. Filing fee for Articles of Organization of Florida Limited Liability Company.
\$250.00 Filing fee for Articles of Organization and Affidavit.
\$ 35.00 Designation of Registered Agent

Please send a letter of acknowledgement upon filing.

Thank you for your assistance. If you have any questions, please contact our office.

Very truly yours,

MITCHELL T. McRAE, P.A.

By: 

Mitchell T. McRae

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

ARTICLE I - NAME

The name of this limited liability company is:

M & N Realty Trust, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is:

**19695 Bay Cove Drive
Boca Raton, Florida 33434**

**FILED
97 NOV 10 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE III - DURATION:

The period of duration for the limited liability company shall be **perpetual**.

ARTICLE IV - MANAGEMENT:

The limited liability company is to be managed by the members and the names and addresses of the managing members are: Max Feinerman, 19695 Bay Cove Drive, Boca Raton, FL 33434 and Norman Helft, 19689 Bay Cove Drive, Boca Raton, Florida 33434.

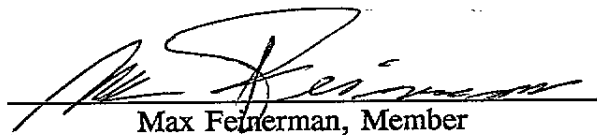
ARTICLE V - COMMENCEMENT

This limited liability company shall commence its existence upon the date of filing with the Secretary of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized agent of a member of M & N Realty Trust, L.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: \$0.00
- 3) if any, the agreed value of property other than cash contributed by the members is: \$0.00
- 4) the amount of cash or property anticipated to be contributed by members is: \$1,000.00


Max Feinerman, Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

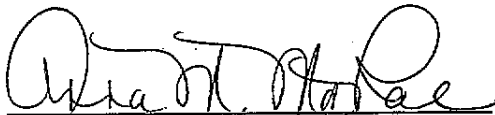
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared **Max Feinerman**, to me known and known to me to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same, (✓) who is personally known to me, (X) who has produced _____ as identification and who (X) did () did not take an oath, and who executed the foregoing.

SWORN TO and subscribed before me this 3RD day of ~~October~~^{November}, 1997.

(SEAL)




Notary Public, State of Florida

**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 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 M & N Realty Trust, L.L.C.
2. The name and address of the registered agent and office is:

Mitchell T. McRae
One Boca Place • Suite 405 East
2255 Glades Road
Boca Raton, Florida 33431

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.

MITCHELL T. MCRAE

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared Mitchell T. McRae, to me known and known to me to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same, (☒) who is personally known to me, () who has produced _____ as identification and who () did () did not take an oath, and who executed the foregoing.

SWORN TO and subscribed before me this 5th day of November, 1997.

(SEAL)



Janet P. Magin
My Commission CC629739
Expires March 13, 2001

Notary Public, State of Florida