



THE UNITED STATES CORPORATION COMPANY

L98000000159

ACCOUNT NO. : 072100000032
REFERENCE : 694322 6475A
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 285.00

ORDER DATE : February 4, 1998
ORDER TIME : 2:29 PM
ORDER NO. : 694322-005
CUSTOMER NO: 6475A

CUSTOMER: Adele I. Stone, Esq
ATKINSON DINER STONE &
MANKUTA, P.A.
1946 Tyler Street
Hollywood, FL 33020

500002421795-7

DOMESTIC FILING

NAME: MIAMI GARDENS PARTNERS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

Handwritten initials: 2/4/98

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 FEB - 4 PM 1:35

RECEIVED DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA 98 FEB - 4 PM 3:25

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 FEB - 4 PM 1:36

ARTICLES OF ORGANIZATION
OF
MIAMI GARDENS PARTNERS, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -4 PM 1:36

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be: MIAMI GARDENS PARTNERS, L.C.
(the "Company").

ARTICLE II

ADDRESS

The Company's mailing and street address is:

2020 N.E. 163rd Street, Suite 203
North Miami Beach, Florida 33162

ARTICLE III

DURATION

The period of the Company's duration shall not exceed seventy-five (75) years from the date of filing these Articles of Organization with the Department of State and shall be as provided in the Company's Regulations.

ARTICLE IV

NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

Daniel Rosenfeld
c/o FRA Realty Associates, L.C.
2020 N.E. 163rd Street, Suite 203
North Miami Beach, Florida 33162

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VII

CONTINUATION OF BUSINESS

Upon 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 Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

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98 FEB -4 PM 3:36

ARTICLE VIII

MANAGEMENT OF THE COMPANY

The Company is to be managed by its members. The name and address of the Managing

Member is as follows:

FRA Realty Associates L.C.,
a Florida Limited Liability Company
2020 N.E. 163rd Street, Suite 203
North Miami Beach, Florida 33162 29600000853

ARTICLE IX

REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE X

COMMENCEMENT DATE

Existence of the Company will commence upon the filing of these Articles.

THE UNDERSIGNED, a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

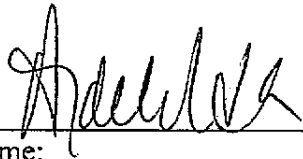
 (SEAL)
DANIEL ROSENFELD

STATE OF FLORIDA

COUNTY OF BROWARD

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB - 14 PM 1:36

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 14 day of February, 1998, by DANIEL ROSENFELD, to me personally known or produced identification _____. Type of identification produced _____.




Name: _____
Notary Public
My Commission Expires: _____
Commission No.: _____



ADELE I. STONE
MY COMMISSION # CC393527 EXPIRES
October 10, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.



DANIEL ROSENFELD

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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DIVISION OF CORPORATIONS
98 FEB -4 PM 1:36

The undersigned, as a member of MIAMI GARDENS PARTNERS, L.C. (the "Company") upon being duly sworn certifies the following:

- 1. The Company has at least two (2) members.
- 2. As of the date hereof, the amount of cash contributions to the Company made by

members is as follows:

\$74,000.00

- 3. There is no property other than cash being contributed to the Company.
- 4. It is anticipated that the members will make additional cash contributions to the

Company as follows:

\$1,500,000.00


FURTHER AFFIANT SAYETH NOT.



DANIEL ROSENFELD

STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 4th day of February, 1998, by DANIEL ROSENFELD, to me personally known or produced identification . Type of identification produced


Name: _____
Notary Public
My Commission Expires: _____
Commission No.: _____

 **ADELE I. STONE**
MY COMMISSION # CC393527 EXPIRES
October 10, 1998
BONDED THRU TROY FAIR INSURANCE, INC.