

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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LC

1.) 4141 North Miami Avenue, L.C.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU

ORGANIZATION
ARTICLES OF ASSOCIATION

OF

4141 NORTH MIAMI AVENUE, L.C.

The undersigned subscribers to these Articles of Association, being natural persons competent to contract, hereby forms a Limited Liability Company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the company shall be:

4141 NORTH MIAMI AVENUE, L.C.

The principal place of business of this company shall be at 4100 N.E. 2nd Avenue, Suite 309, Miami, FL 33137. This is also the company's mailing address.

ARTICLE II. NATURE OF BUSINESS

This company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to condominium conversion, real estate sales, brokerage, financing, purchasing, constructing, rehabilitation, and owning.

ARTICLE III. TERM OF EXISTENCE

The duration of the company shall be 29 years, or a lesser time if so desired by a majority of its members.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the company shall be 555 N.E. 15th Street, Suite 100, Miami, Florida 33132 and the name of the initial registered agent of the company at that address is LOUIS ZARETSKY.

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ARTICLE V. INITIAL CONTRIBUTIONS

This company shall have an initial contribution to capital of \$1,000 in real property and cash, consisting of \$25,000.00.

ARTICLE VI. ADDITIONAL CONTRIBUTIONS

All members may be required to make additional contributions if the managers of the company find that the company requires additional capital in which to operate the company or to preserve its assets.

ARTICLE VII. MANAGERS

This corporation shall have one manager. The name and street address of the initial manager who shall hold office for the first year of the company, or until their successors are elected or appointed is:

ROBERT SICLAIT, 4100 N.E. 2nd Avenue, Suite 309, Miami, FL 33137

Said managers shall operate the company on a day to day basis, and are granted all powers under Chapter 608, Florida Statutes (1991), as amended, except that to convey real property both managers must join in conveyance.

ARTICLE VIII. ADMISSION OF NEW MEMBERS

New members may be admitted only on written approval of each and every member of the company (unanimous consent).

ARTICLE IX. MEMBERS

2/3 (66 2/3%) interest - LSA MORTGAGE CORP.
1/3 (33 1/3%) interest - FIRST NORTHERN CAPITAL, INC.

ARTICLE X. RIGHT OF CONTINUANCE

The members are hereby granted the right to continue the operation of the company in the event that one or more of its members

dies, retires, resigns, is expelled, becomes bankrupt, the dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the company.

ARTICLE XI. POWERS

The managers are hereby granted all powers consistent with Chapter 608, Florida Statutes, as amended. In addition, they are granted all powers that would be given to a president of a corporation, except that to convey real property both managers must join in conveyance.

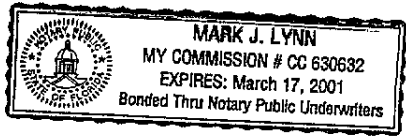
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6 day of February 1998.

By: [Signature]
ROBERT SICLAIT

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6 day of February 1998, by ROBERT SICLAIT who is personally known to me / or produced [Signature] as identification.

[Signature]
Notary Public, State of Florida at Large
My Commission Expires:



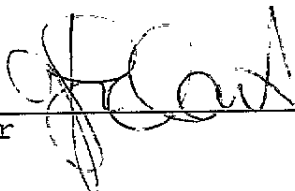
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CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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In pursuance of Chapters 48,091, 608.415 and 608.416, Florida Statutes, the following is submitted, in compliance with said Act:

4141 NORTH MIAMI AVENUE, L.C., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Association, at City of Miami, County of Dade, State of Florida, has named LOUIS ZARETSKY located at 555 N.E. 15th Street, Suite 100, Miami, Florida 33132 as its agent to accept service of process within this State.



Manager

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



LOUIS ZARETSKY

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

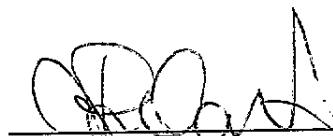
The undersigned member or authorized representative of a member of
4141 NORTH MIAMI AVENUE, L.C. deposed and says:

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- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$25,000.00
- 3) if any, the agreed value of the property other than cash
contributed by member(s) is \$0

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 \$0
- 5) the total amounts of 2, 3 and 4 is \$25,000.00



ROBERT SICLAIT
Authorized representative of LSA Mortgage Corp.

(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.)

Subscribed and sworn to before this 6 day of February, 1998.


Notary Public

My commission expires:

