

L98000000234

WILLIAM L. EPSTEIN & COMPANY
7777 W. GLADES ROAD, SUITE 100
BOCA RATON, FLORIDA 33434
Telephone (561) 852-2900
Facsimile (561) 852-2952

February 20, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: New Limited Liability Company

100002437691--4
-02/23/98-01075-005
****346.25 ****346.25

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Organization, and an Affidavit of Membership and Contributions, for a new limited liability company, BWING, L.C., along with our check in the amount of \$346.25. The \$346.25 check includes \$285.00 for the new limited liability company filing fee, \$52.50 for a certified copy of the Articles of Organization, and \$8.75 for a certificate of status. Please file the Articles of Organization as soon as possible and return to me the certified copy of the Articles of Organization and certificate of status at the address shown above. I have enclosed a return Federal Express package charged to our company to expedite the return.

Thank you for your prompt attention to this matter. Please contact me immediately at (561) 852-2955 if you have any questions regarding anything contained herein.

Sincerely,

William L. Epstein
William L. Epstein
Vice President of Legal Affairs
General Counsel

WLE/abs
Enclosures

L98-234

Name	Availability
Document	Examiner
Update	Updater
Verify	Verify
Acknowledgment	Verify

**ARTICLES OF ORGANIZATION
OF
BWING, L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

Article 1 - Name

The name of this limited liability company is BWING, L.C. (the "Company").

Article 2 - Duration

The period of the Company's duration shall be perpetual, unless terminated sooner due to the occurrence of any of the events specified in the Regulations or in Florida Statutes, Section 608.441, unless continued by the remaining members pursuant to the Company's Regulations.

Article 3 - Mailing Address and Street Address

The mailing address and street address of the Company's principal office is 1001 West Cypress Creek Road, Suite 320, Fort Lauderdale, FL 33309.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is William L. Epstein. The street address of the initial registered agent of the Company is 7777 W. Glades Road, Suite 100, Boca Raton, FL 33434.

Article 5 - Additional Members

Additional members to the Company may be admitted, but only pursuant to the Company's Regulations.

Article 6 - Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, is subject to a petition in bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Regulations.

Article 7 - Management of the Company

The management of the Company is reserved to the members. The only party authorized to bind the Company is the President. The President's name and address is James H. Nobil, 1001 West Cypress Creek Road, Suite 320, Fort Lauderdale, FL 33309.

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TALLAHASSEE, FLORIDA

Article 8 - Regulations

The Members, upon joint agreement, shall have the power to adopt, alter, amend, or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 - Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 18th day of February, 1998.

DONALD E. BERGER AND ASSOCIATES,
INC., a Florida corporation

By: 

Donald E. Berger
Its President

SECONDARY MARKETING STRATEGIES,
INC., a Florida corporation

By: 

John Weiss
Its President

THE IMMO GROUP, INC.,
a Florida corporation

By: 

James H. Nobil
Its President


JAMES H. NOBIL


HERBERT GIMELSTOB

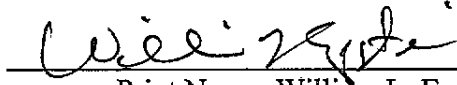
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT OF REGISTERED AGENT

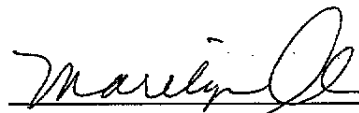
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority personally appeared William L. Epstein, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Organization, and he did freely and voluntarily acknowledge before me according to law that he has authorized said Company to name him as its initial Registered Agent for the purposes mentioned and set forth in Article 4. He did further agree to comply with the provisions of Section 608.415 Florida Statutes (1993), all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Print Name: William L. Epstein

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Palm Beach County, Florida, in said County and State this 20 day of February, 1998.


Notary Public, State of Florida

Printed Name: Marilyn Altman

My Commission Expires:



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CLERK OF STATE
TALLAHASSEE FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
BWING, L.C.**

The undersigned member or authorized representative of a member 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;
- 3) if any, the agreed value of property other than cash contributed by members is \$0; and
- 4) the total amount of cash or property anticipated to be contributed by members is \$1,000.00.
This total includes amounts from 2 and 3 above.

THE IMMO GROUP, INC.,
a Florida corporation

By: *James H. Nobil*
Name: James H. Nobil
Title: President

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TALLAHASSEE, FLORIDA

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.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Affidavit of Membership and Contributions of BWING, L.C. was subscribed before me this 18th day of February, 1998, by James H. Nobil, President of The Immo Group, Inc., a Florida corporation, who is personally known to me and who did take an oath.

Denise A. Espinosa
Notary Public, State of Florida

Printed Name: DENISE A. ESPINOSA

My Commission Expires:



DENISE A. ESPINOSA
MY COMMISSION EXPIRES 05/19/98
COMMISSION NO. CC 373668