



THE UNITED STATES
CORPORATION
COMPANY

L98000000383

ACCOUNT NO. : 072100000032

REFERENCE : 757423 10316A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 26, 1998

ORDER TIME : 8:46 AM

ORDER NO. : 757423-005

CUSTOMER NO: 10316A

CUSTOMER: Olga Molina, Legal Assistant
SIDNEY BRODIE, ESQ

Penthouse 1
7270 N.w. 12th Street
Miami, FL 33126

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DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: PRIME REAL-ESTATE INVESTMENT
AND MANAGEMENT ENTERPRISES,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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

ARTICLE I - Name:

The name of the Limited Liability Company is: PRIME REAL-ESTATE INVESTMENT AND MANAGEMENT ENTERPRISES, L.L.C.

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ARTICLE II - Address:

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

7270 NW 12th Street, Ph-I, Miami, Florida 33126

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Management:

(Check and complete the appropriate statement)

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Orlando A. Cordoves, Sr.	536 Longview Place, Cliffside Park, NJ 07010
Juan C. Carnicer	536 Longview Place, Cliffside Park, NJ 07010

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

1. Unanimous consent of all remaining members.
2. Any newly admitted member will be required to make a capital contribution amount to be decided by the then remaining members.

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ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company 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 shall be:

The remaining members will have the unlimited right to continue the business in all eventualities.

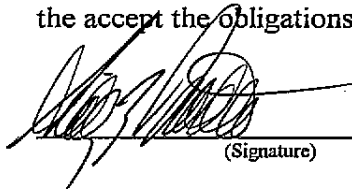
**CERTIFICATE OF DESIGNATION OF
RESIGNATION AGENT/REGISTERED OFFICE**

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.

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1. The name of the limited liability company is: PRIME REAL-ESTATE INVESTMENT AND
MANAGEMENT ENTERPRISES, L.L.C.
2. The name and address of the registered agent and office is: Sidney Z. Brodie, Esq., whose
address is 7270 NW 12th Street, PH-I, Miami, Florida 33126.

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 property and complete performance of my duties, and I am familiar with
the accept the obligations of my position as registered agent.


(Signature)

3/25/98

(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of PRIME REAL ESTATE INVESTMENT AND MANAGEMENT ENTERPRISES, 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 member(s) is \$2,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$2,000.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

ORLANDO A. CORDOVES, SR.

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