

L980000000697



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 834885 4385680

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 28, 1998

ORDER TIME : 11:19 AM

ORDER NO. : 834885-005

CUSTOMER NO: 4385680

CUSTOMER: Ms. Michelle Mediavilla
MELAND & RUSSIN

Suite 2420
200 S. Biscayne Blvd.
Miami, FL 33131

400002539224--8
-05/28/98--01067--001
****285.00 ****285.00

DOMESTIC FILING

NAME: 9971 BAY ASSOCIATES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	_____	CERTIFIED COPY
Availability	<u>XX</u>	PLAIN STAMPED COPY
Document	_____	CERTIFICATE OF GOOD STANDING
Examiner	_____	
Updater	_____	
Updater	_____	
Verifier	_____	
Acknowledgement	DCC	
W. P. Verifier	DCC	

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 MAY 28 PM 12:13

98 MAY 28 PM 1:44

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION
OF
9971 BAY ASSOCIATES, L.C.

ARTICLE I - Name

The name of the corporation is 9971 Bay Associates, L.C. (the "Company").

ARTICLE II - Duration

The period of duration for the Company shall be 50 years.

ARTICLE III - Address

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

c/o Crest Management Services, Inc.
10800 Biscayne Boulevard, #400
Miami, Florida 33161

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V - Management

The Company is to be managed by the members, and the name and address of the managing members are:

Eric Feder
10800 Biscayne Boulevard, #400
Miami, Florida 33161

Stuart D. Goldstein
950 3rd Avenue
New York, New York 10022

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Ryan Rosenberg
10800 Biscayne Boulevard, #400
Miami, Florida 33161

Charles Rosenberg
10800 Biscayne Boulevard, #400
Miami, Florida 33161

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ARTICLE VI - Purpose

This Company is organized for the purposes of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE VII - Admission of Additional Members

The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

ARTICLE VIII - Members Rights to Continue Business

The members of the Company shall not have the right 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 unless the business of the Company is continued by the consent of all of the remaining members.

IN WITNESS WHEREOF, I have hereunto affixed my hand, as a member of this Limited Liability Company on this 27 day of May, 1998.



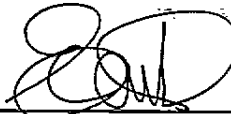
Eric Feder

AFFIDAVIT OF MEMBERSHIP OF CONTRIBUTIONS

A member of 9971 Bay Associates, 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 \$1,000.00.
- 3) the total amount of cash or property anticipated to be contributed by members is \$825,000.00. This total includes amount from Item 2 above.

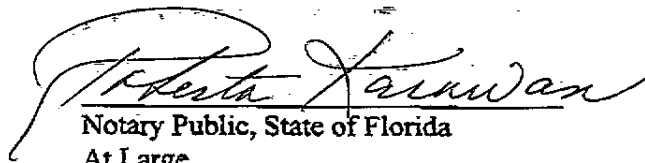
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Eric Feder, Member

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27 day of May, 1998, by Eric Feder, who is personally known to me or who has produced FLA. DR. LIC. as identification and who did take an oath.

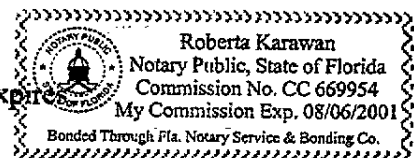


Notary Public, State of Florida
At Large

Print Name:

Commission No.

My commission expires



**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

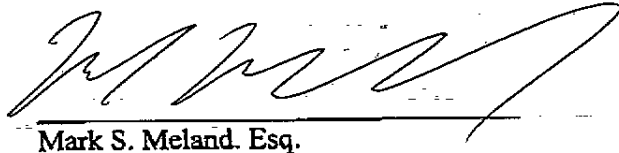
- 1) The name of the Limited Liability Company is: 9971 Bay Associates, L.C.
- 2) The name and address of the registered agent and office is:

Mark S. Meland, Esq.
Meland & Russin, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

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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.

5/27/98
Date


Mark S. Meland, Esq.

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