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BEDZOW, KORN, BROWN & LIPTON, P.A.

ATTORNEYS AT LAW

SUITE 200

20803 BISCAYNE BOULEVARD

AVENTURA, FLORIDA 33180

TELEPHONE (305) 935-6888

MICHAEL BEDZOW
GARY A. KORN
GARY L. BROWN
PAUL R. LIPTON
MICHELE A. MARACINI
JENNIFER LEVIN
FLORENTINO L. GONZALEZ
JACQUELINE SCHNEIDER
TERI L. DI GIULIAN
SCOTT A. LEVINE
ROBIN I. WILLNER
OSCAR GRISALES-RACINI

REPLY TO:

P.O. Box 8020
HALLANDALE, FLORIDA 33008

OUTSIDE DADE (800) 935-6889

TELECOPIERS:

MAIN (305) 936-9502

REAL ESTATE (305) 932-6043

LITIGATION (305) 936-2795

July 31, 1998

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ATLANTIC STAR APARTMENTS, L.C.
Our File No: 5232.0016

Dear Sir or Madam:

Enclosed please find a Supplemental Affidavit of Capital Contributions for ATLANTIC STAR APARTMENTS, L.C., a Florida limited liability company, together with our firm's check in the amount of \$52.50 representing the filing fee and the cost for a certified copy. Kindly process same and return one certified copy to our office in the self-addressed, stamped envelope provided for your convenience.

Thank you for your prompt assistance in this matter.

Very truly yours,

Janice L. Eriksen
JANICE L. ERIKSEN
Legal Assistant

Enclosures
/jle

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DIVISION OF CORPORATIONS
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Availability	MAH
Document	MAH
Examiner	MAH
Under	MAH
Witness	MAH
Notary	MAH
Notary Signature	MAH
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**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The initial ARTICLES OF ORGANIZATION OF ATLANTIC STAR APARTMENTS, L.C., a Florida limited liability company were filed with the Secretary of State, Division of Corporations, State of Florida on May 28, 1998 under State file number L98000000699. This Supplemental Affidavit of Capital Contributions is being filed to correct paragraph 4 herein.

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as Managing Member of Atlantic Star Apartments, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.

2. As of the date of the initial filing, the amount of capital contributions to the Company made by members were as follows:

\$10.00

3. As of the date of the initial filing the anticipated amount of additional capital contributions to the Company made by the members were as follows:

\$1,000.00 = GABOR RADO
\$1,000.00 = FREDERIC RADO
\$1,198,000.00 = WAYTON FINANCE, S.A.

4. There have been no contributions to the Company made by the members other than cash contributions or contribution of promissory notes.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as Managing Member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: June 30, 1998

MANAGING MEMBER:

FREDERIC RADO

By: Frederic Rado

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DIVISION OF CORPORATIONS
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