

Document Number Only

L98000001037

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002585353--8
-07/10/98--01057--002
****285.00 ****285.00

300002585353--8
-07/10/98--01057--003
*****52.50 *****52.50

Kennedy - Edgewater Flexspace LLC

☐ Profit
☐ NonProfit
☒ Limited Liability Co.

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of

☐ Fictitious Name

☐ UCC

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

JUL 10 1998

Thanks,
Jeff

98 JUL 10 PM 2:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

File First

7/10/98
BKR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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July 10, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: KENNEDY-EDGEWATER FLEXSPACE LLC
Ref. Number: W98000015714

We have received your document for KENNEDY-EDGEWATER FLEXSPACE LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$337.50 payment.

Please note that the AFFIDAVIT should be titled AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. It also must state that the company has at least one member. Then it must state 3 MONEY AMOUNTS. It must list the amount of cash contributed by the members to date. It must list the value of any non-cash property contributed by the members. If any property has been contributed, there must also be a BRIEF DESCRIPTION of the property. And then finally, it must list the TOTAL AMOUNT OF CASH AND PROPERTY ANTICIPATED TO BE CONTRIBUTED BY THE MEMBERS.

98 JUL 13 PM 2:22
DIVISION OF CORPORATIONS

You may wish to use our attached form as a guide.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 098A00037002

*Please back-date
and rush, if possible
Jub.
JH*

**ARTICLES OF ORGANIZATION OF
KENNEDY-EDGEWATER FLEXSPACE LLC**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Under Section 608.407 of the Florida Limited Liability Company Act.

The undersigned, being a duly organized limited partnership under the laws of the State of Delaware and acting as the organizer and sole initial member (the "Managing Member") of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

FIRST: The name of the Company is Kennedy-Edgewater FlexSpace LLC.

SECOND: The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

THIRD: The mailing address and street address of the Company is 1400 Northwest 107th Avenue, Miami, Florida 33172-2704.

FOURTH: The name and address of the Registered Agent for service of process is Joel Levy, 1400 Northwest 107th Avenue, Miami, Florida 33172-2704, who has signed below to acknowledge that he is familiar with and accepts the obligations of that position.


(Signature of Registered Agent)

FIFTH: One or more additional members may be admitted to the Company with the prior written consent of the current members.

SIXTH: If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of a member of the Company, the remaining members of the Company may, by unanimous written consent, continue the business of the Company.

SEVENTH: The Company is to be managed by its Managing Member. The Managing Member of the Company is AP-ADLER INVESTMENT FUND, L.P., a Delaware limited partnership, whose address is 1400 Northwest 107th Avenue, Miami, Florida 33172-2704. The Managing Member will have sole, exclusive and complete discretion in the management and control of the business of the Company and will make all decisions affecting its business, including, but not limited to, spending the Company's funds, acquiring assets, incurring debt on behalf of the Company for borrowed money or otherwise, and the mortgaging or pledging of Company assets for the repayment of such debt.

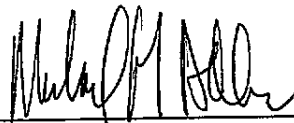
The Managing Member will have full power and authority to execute and deliver in the name of and on behalf of the Company such documents or instruments as the Managing Member deems appropriate for the conduct of the Company's business in accordance with this Agreement. No person, firm or corporation dealing with the Company will be required to inquire into the authority of the Managing Member to take any action or make any decision.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 10 2:10 PM '98

IN WITNESS WHEREOF, I have subscribed these Articles and do hereby affirm the foregoing as true under the penalties of perjury, this 9th day of July, 1998.

AP-ADLER INVESTMENT FUND, L.P.,
a Delaware limited partnership

By: Adler Newco GP, Inc., *its general partner*

By: 
Name: Michael M. Adler
Title: President

Affidavit of Membership and Contributions

BEFORE ME appeared the undersigned, being the President of Adler Newco GP, Inc., a Florida corporation that is the managing general partner of AP-Adler Investment Fund, L.P., a Delaware limited partnership that is the managing member of Kennedy-Edgewater FlexSpace LLC, a Florida limited liability company, hereinafter referred to as the "Company," who upon being sworn, certified that the Company has at least one member, the amount of cash contributed is 1,020., no non-cash property has been contributed, and that the total amount of cash anticipated to be contributed is 1,020.

Dated: July 9th, 1998

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

MANAGING MEMBER:

AP-ADLER INVESTMENT FUND, L.P., a
Delaware limited partnership

By: **ADLER NEWCO GP, INC.,** a Florida
corporation, as its general partner

By: 

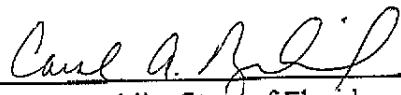
Michael M. Adler, President

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael M. Adler, who is known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions to Kennedy-Edgewater FlexSpace LLC (the "Company"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as President of Adler NewCo GP, Inc. and that said corporation is the general partner of the Delaware limited partnership that serves as the managing member of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of July, 1998.

(SEAL)


Notary Public, State of Florida

My commission expires: