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ALAN L ARONS ESQ.

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TO: DIVISION OF CORPORATIONS

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FROM: ALAN L. ARONS  
CONTACT: BUNNY COHEN  
PHONE: (954) 480-6220

ACCT#: 071360000513

FAX #: (954) 480-9619

NAME: THE LEVEY GROUP, L.C.

AUDIT NUMBER.....H98000012454

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

July 7, 1998

BUNNY COHEN  
ALAN L. ARONS

SUBJECT: THE LEVY GROUP, L.C.  
REF: W9800015401

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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

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Michelle Hodges  
Document Specialist

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PREPARED BY:

CHARLES L. JAFFEE  
1701 W. HILLSBORO BLVD., #303  
DEERFIELD BEACH, FL 33442  
FLA BAR 223417  
(954)425-0606

ARTICLES OF ORGANIZATION  
OF  
THE LEVEY GROUP, L.C.

ARTICLE I - NAME

The name of the limited liability company is "The Levey Group,  
L.C."

ARTICLE II - DURATION

The limited liability company shall exist from the date of the filing of these Articles of Organization with the Department of State until the limited liability company is dissolved in accordance with Section 10.1 of its Operating Agreement.

ARTICLE III - PRINCIPAL OFFICE

The mailing address and street address of the limited liability company is 1000 S.W. 12th Avenue, Pompano Beach, Florida 33069.

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent of the limited liability company is 1701 W. Hillsboro Blvd., Ste. 303, Deerfield Beach, Florida 33442.

ARTICLE V - ADDITIONAL MEMBERS

Additional members may be admitted to the limited liability company if consented to by Jeffrey Levey.

ARTICLE VI - CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of an event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall terminate and the limited liability company shall be dissolved, unless a majority of the remaining members of the limited liability company agree to continue the business of the limited liability company.

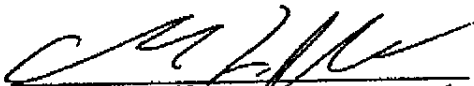
ARTICLE VII - MANAGEMENT

The limited liability company is to be managed by a Management Committee consisting of two members. The names and mailing addresses of the members of the Management Committee are: Jeffrey Levey, 1000 S.W. 12th Avenue, Pompano Beach, Florida 33069 and

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Charles L. Jaffee, 1701 W. Hillsboro Blvd., Ste. 303, Deerfield Beach, Florida 33442.

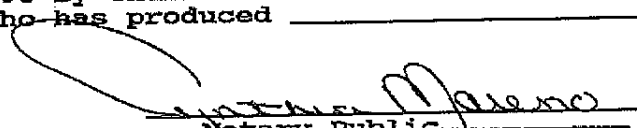
IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Organization this 2nd day of July, 1998.

  
CHARLES L. JAFFEE

  
JEFFREY LEVEY

STATE OF FLORIDA)  
COUNTY OF BROWARD) SS:

The foregoing instrument was acknowledged before me this 2nd day of July, 1998 by Charles L. Jaffee, who is either personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public  
OFFICIAL NOTARY SEAL  
CYNTHIA MARENO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC495648  
MY COMMISSION EXP. SEPT 14, 1999

STATE OF FLORIDA)  
COUNTY OF BROWARD) SS:

The foregoing instrument was acknowledged before me this 2nd day of July, 1998, by Jeffrey Levey, who is either personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public

OFFICIAL NOTARY SEAL  
CYNTHIA MARENO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC495648  
MY COMMISSION EXP. SEPT 14, 1999

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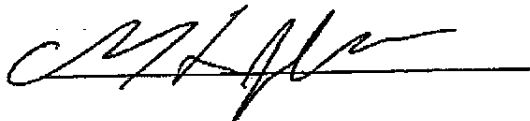
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes,

desiring to organize under the laws of the State of Florida with its principal office as indicated in its Articles of Organization in the City of Pompano Beach, County of Broward, State of Florida, has named Charles L. Jaffee, whose address is 1701 W. Hillsboro Blvd., Ste. 303, Deerfield Beach, Florida 33442, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named as the registered agent for the above limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of THE LEVEY GROUP, INC., deposes and says:

1. The above named limited liability company has at least two members: JEFFREY LEVEY and CHARLES L. JAFFEE.

2. The total amount of cash contributed by the members is \$1,000.00.

3. If any, the agreed value of the property other than cash contributed by members is \$500,000.00.

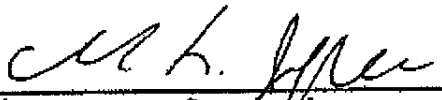
A description of the property is 50% interest in Quayside Place Partners, Ltd.

4. The amount of cash or property anticipated to be contributed by members is none.

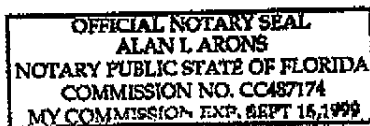
5. The total amounts of 2, 3 and 4 are

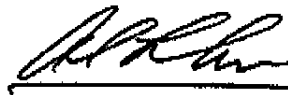
\$1,000.00  
\$500,000.00  
\$501,000.00

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Signature of a member or authorized representative of a member.

(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).





NOTARY PUBLIC  
MR JAFFEE PERSONALLY APPEARED  
AND BEING PERSONALLY KNOWN TO,

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