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NAME: CAMAC REALTY, L.L.C.

AUDIT NUMBER.....H98000013420

DOC TYPE.....LIMITED LIABILITY COMPANY

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**ARTICLES OF ORGANIZATION FOR
CAMAC REALTY, L.L.C.****ARTICLE I - NAME**

The name of the limited liability company is **CAMAC REALTY, L.L.C.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the limited liability company is 33 Captain Theale Road, Bedford, New York 10506.

ARTICLE III - DURATION

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV - MANAGEMENT

The limited liability company is managed by a manager and the name and address of the initial manager is:

Camac Management Corp., a New York corporation
33 Captain Theale Road
Bedford, New York 10506

ARTICLE V - PURPOSE

Except as provided below, the purpose of the limited liability company is to engage in any and all business not prohibited by the Laws of the State of Florida.

Notwithstanding anything contained herein to the contrary, so long as any mortgage lien in favor of First Union National Bank, or its successors or assigns (the "First Mortgage") exists on any portion of the Property (as defined herein), the nature of the business and of the purposes to be conducted and promoted by the limited liability company, is to engage solely in the following activities:

1. To acquire from Schmidt Investments Limited Partnership, certain parcels of real property, together with all improvements located thereon, in the City of Lake Worth, State of Florida (the "Property").
2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

Prepared by:
John E. Wickman
Blalock, Landers, Walters & Vogler, P.A.
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3. To exercise all powers enumerated in the Florida Limited Liability Company Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE VI - CERTAIN PROHIBITED ACTIVITIES

For so long as the First Mortgage exists on any portion of the Property, the limited liability company: (i) shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property, (ii) shall not incur, assume, or guaranty any other indebtedness, (iii) shall not dissolve or liquidate, or consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its beneficial interest to any entity, (iv) will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the managers of the limited liability company, and (v) no material amendment to these articles of organization may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

ARTICLE VII - INDEMNIFICATION

For so long as the First Mortgage exists on any portion of the Property, any indemnification of the limited liability company's members or managers shall be fully subordinated to any obligations respecting the Property (including without limitation the First Mortgage) and such indemnification shall not constitute a claim against the limited liability company in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

ARTICLE VIII - SEPARATENESS COVENANTS

For so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct identity, in addition to the other provisions set forth in these articles of organization, the limited liability company shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from that of any of its members or affiliates and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain records and books of account separate from those of any member or affiliate.
3. It shall observe all limited liability company formalities.
4. It shall not commingle assets with those of any member or affiliate.
5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from any member or affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of any member or affiliate.
8. It shall maintain an arm's length relationship with any member or affiliate.

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9. It shall not guarantee or become obligated for the debts of any other entity, including any member or affiliate, or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationery, invoices and checks separate from any member or affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including any member or affiliate.
12. It shall hold itself out as an entity separate from any member or affiliate.
13. It shall have a corporate manager which shall be organized to be a single purpose, "bankruptcy remote" entity with organizational documents substantially similar to the organizational documents of the current corporate manager of the limited liability company.

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For purpose of this Article VIII, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the limited liability company including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any partner or employee of the limited liability company, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this limited liability company, or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

ARTICLE IX - DISSOLUTION

Notwithstanding anything contained herein to the contrary, so long as the First Mortgage exists on any portion of the Property, to the extent permissible under applicable federal and state tax law, the vote of a majority-in-interest of the remaining members is sufficient to continue the existence of the limited liability company. If such vote is not obtained, for so long as the First Mortgage exists on any portion of the Property, the limited liability company shall not liquidate the Property without first obtaining the approval of the mortgagee holding the First Mortgage on any portion of the Property. Such holders may continue to exercise all of their rights under the existing security agreements or mortgages until the debt underlying the First Mortgage has been paid in full or otherwise completely discharged.

ARTICLE X - VOTING

So long as the First Mortgage exists on any portion of the Property, when acting on matters subject to the vote of the members, notwithstanding that the limited liability company is not then insolvent, the members and the manager shall take into account the interest of the limited liability company's creditors, as well as those of the members.

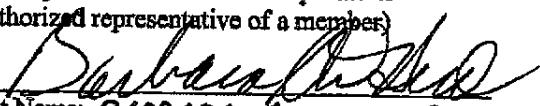
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ARTICLE XI - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CAMAC REALTY, L.L.C. deposes and says:

1. The above-named limited liability company has at least one (1) member.
2. The total amount of cash contributed by the members is Zero Dollars (\$0.00).
3. The total amount of cash or property anticipated to be contributed by members is One Thousand Dollars (\$1,000.00). This total includes the amount from two above.

Blalock, Landers, Walters & Vogler, P.A., a
Florida professional service corporation
(Authorized representative of a member)

By: 
Print Name: BARBARA ANN HELD
Its: VICE PRESIDENT

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, CAMAC REALTY, L.L.C., 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:

CAMAC REALTY, L.L.C.
2. The name and address of the registered agent and office is:

Blalock, Landers, Walters & Vogler, P.A.
802 - 11th Street West
Bradenton, Florida 34205

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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, the undersigned hereby accepts the appointment as

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registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

**Blalock, Landers, Walters & Vogler, P.A., a
Florida professional service corporation**

By: Print Name: BARBARA ANN HELDIts: VICE PRESIDENTDated: July 20, 1998

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