



THE UNITED STATES  
CORPORATION  
COMPANY

L98000001524

ACCOUNT NO. : 072100000032

REFERENCE : 934241 7110815

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 337.50

ORDER DATE : August 20, 1998

ORDER TIME : 10:06 AM

ORDER NO. : 934241-005

CUSTOMER NO: 7110815

CUSTOMER: Ms. Marta M. Cil  
ADAMS GALLINAR IGLESIAS &  
PALENZUELA, P.A.  
Suite 2150  
701 Brickell Avenue  
Miami, FL 33131

900002620789--5

DOMESTIC FILING

NAME: 1425 N. VIEW DRIVE, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
98 AUG 20 AM 11:37

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98 AUG 20 AM 10:41  
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*BJ*  
*8/20/98*

**ARTICLES OF ORGANIZATION  
OF  
1425 N. VIEW DRIVE, L.L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be 1425 N. View Drive, L.L.C. ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 100 Collins Avenue, Suite #7, Miami Beach, Florida 33139.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is Adams, Gallinar, Iglesias & Meyer, P.A., 701 Brickell Avenue, Suite 2150, Miami, Florida 33131.

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to

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participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII -- TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

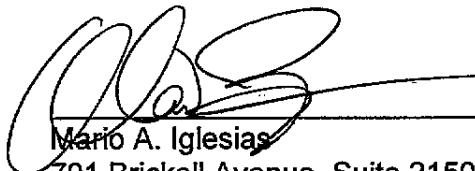
**ARTICLE IX -- MANAGEMENT**

The company shall be managed by a manager in accordance with Regulations adopted by the members for the management of the business and affairs of the company. These Regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these Articles of Organization. The names and address of the members of the company are:

NAME:	ADDRESS:
1. Thomas H. Morgan	1999 Broadway, Suite 2450 Denver, Colorado 80202
2. J. Wallace Tutt, III	100 Collins Avenue, Suite #7 Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, on this 19<sup>th</sup> day of August, 1998.

ORGANIZER:

  
Mario A. Iglesias  
701 Brickell Avenue, Suite 2150  
Miami, Florida 33131

**[NOTARY PAGE TO FOLLOW]**

**Page Three of Articles of Organization  
of 1425 N. View Drive, L.L.C.**

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STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of August, 1998 by Mario A. Iglesias, who is personally known to me or who produced \_\_\_\_\_ as identification.

Marta Cil

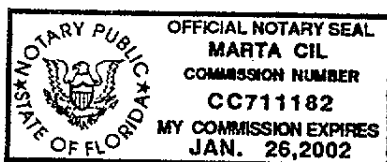
Notary Public, State of Florida

Name: Marta Cil

Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF 1425 N. VIEW DRIVE, L.L.C.**

The undersigned member or authorized representative of a member of 1425 N. View Drive, L.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 member(s) is ~~\$250,000.00~~ \$137,500.00
3. If any, the agreed value of property other than cash contributed by member(s) is ~~\$1,675,000.00~~ ~~\*\*\$0.00~~ ~~\*\*\$0.00~~. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members(s) is ~~\$1,725,000.00~~ ~~\*\*\$137,500.00~~. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: August 18, 1998

Thomas H. Morgan  
Thomas H. Morgan

STATE OF Colorado )  
COUNTY OF Denver ) SS:

Sworn to, subscribed and acknowledged before me this 18<sup>th</sup> day of August, 1998 by Thomas H. Morgan who is personally known to me or who produced as identification.


Bryan D. Lewis  
Notary Public, State of Colorado  
Name: Bryan D. Lewis  
Commission No.: NA  
My Commission Expires: 12/23/2001

ACCEPTANCE OF REGISTERED AGENT  
OF 1425 N. VIEW DRIVE, L.L.C.

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The undersigned, being the person named in the Articles of Organization of 1425 N. View Drive, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

ADAMS, GALLINAR, IGLESIAS &  
MEYER, P.A.

By:   
Mario A. Iglesias, President

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of August, 1998 by Mario A. Iglesias as President of Adams, Gallinar, Iglesias & Meyer, P.A. who is personally known to me or who produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Name: Marta Cil  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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