

L98000000/578

LAW OFFICES
ABRAMS ANTON P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500
FAX: (954) 925-7013

ONE BOCA PLACE • SUITE 411-E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7363

MITCHELL D. ADLER
LAURENCE I. BLAIR X
MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER O
JENNIFER E. PRICE
LEONARD ROBBINS

KENNETH A. RUBIN
REUBEN M. SCHNEIDER O X *
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN O
OF COUNSEL
STANLEY D. GOTTSEGEN †

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

‡ MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
‡ MEMBER OF OHIO BAR

O BOARD CERTIFIED REAL ESTATE LAWYER

BOCA RATON & DELRAY
(561) 994-2212
(561) 994-2772
FAX: (561) 997-8494
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:

RFL-0001

August 21, 1998

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Rogover Building L.C.

Dear Sir/Madam:

I am enclosing the original and one copy of Articles of Organization for Rogover Building L.C., together with a check in the amount of \$337.50 for the filing fees and a certified copy. Please file the Articles as quickly as possible and return the certified copy to the undersigned.

If you have any questions, please call.

Very truly yours,

Alan B. Cohn

ABC:jah/319561

Enclosures

L98-1578

Name	MAH
Availability	MAH
Document	MAH
Examiner	MAH
Updater	MAH
Updater	MAH
Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

ESTABLISHED IN 1947

800002623068--2
-08/24/98-01068-002
***337.50 ***337.50

98 AUG 24 PM 1:58
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
ROGOVER BUILDING L.C.

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is:

ROGOVER BUILDING L.C.

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing and street address of the place of business in Florida for the Company is: **c/o Bernard Rogover
7216 N.W. 48th Court
Lauderhill, FL 33313**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 1:58

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the Company is: **Bernard Rogover
7216 N.W. 48th Court
Lauderhill, FL 33313**

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. CONTINUITY OF BUSINESS

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent of all remaining members of the Company is obtained.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 1:58

8. **MANAGEMENT**

The Company is to be managed by a Managing Member or Managing Members. The name and address of such Managing Member who is to serve as Managing Member until the first annual meeting of members or until his or her successors are elected and qualified is:

**Bernard Rogover
7216 N.W. 48th Court
Lauderhill, FL 33313**

9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. **RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 5:58

11. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

12. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

13. AUTHORIZED REPRESENTATIVE

The name and address of the Authorized Representative signing these Articles is: **Bernard Rogover**
7216 N.W. 48th Court
Lauderhill, FL 33313

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 21 day of August, 1998

Donna O'Callaghan
Donna O'Callaghan
Printed Name of Witness

Kathy Bibbins
Kathy Bibbins
Printed Name of Witness

Bernard Rogover
BERNARD ROGOVER,
Authorized Representative

ABC:
#317915

98 AUG 24 PM 1:58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

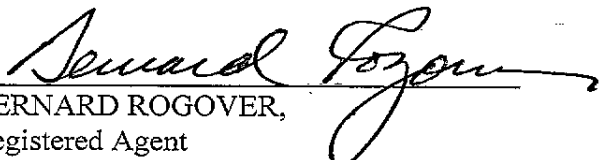
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 ROGOVER BUILDING L.C.
2. The name and address of the registered agent and office is:

Bernard Rogover
7216 N.W. 48th Court
Lauderhill, FL 33313

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


BERNARD ROGOVER,
Registered Agent

Dated: August 21, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 21 PM 1:58

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ROGOVER BUILDING 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 One Million Eight Hundred Fifty Thousand xx/100 \$1,850,000.00

3. If any, the agreed value of the property other than cash contributed by members is Five Hundred Thousand and no/100---- (\$500,000.00)

A description of the property is attached and made a part hereof and attached as Exhibit "A".

4. The total amount of cash or property anticipated to be contributed by members is Two Million Three Hundred Fifty Thousand xx/100 \$2,350,000.00

This total includes amounts from numbers 2 and 3 above.


BERNARD ROGOVER,
Authorized Representative

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 1:58

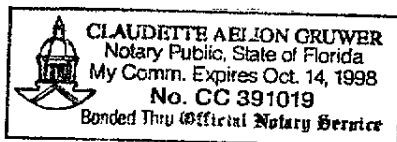
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

ON THIS 21 day of August, 1998, before me personally appeared BERNARD ROGOVER, the Authorized Representative of ROGOVER BUILDING L.C., a Florida Limited Liability Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing or who has produced _____ as identification, and he/she acknowledged before me that he/she executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the county and state aforesaid.

Claude A. Gruwer
Notary Public, State of Florida

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 1:58

Exhibit "A"

Lots 6, 7, 8 and the Southwesterly 40 feet of Lot 9, in Block 6, of SUNSHINE STATE INDUSTRIAL PARK SECTION TWO, according to the Plat thereof, as recorded in Plat Book 78, at Page 58, of the Public Records of Dade County, Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 1:58