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September 1, 1998

VIA AIRBORNE EXPRESS

Airbill No. 78214 65750

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
Tel 850.487.6051

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\*\*\*\*346.25 \*\*\*\*346.25

Re: Formation of Norcliff LLC

Dear Sir or Madam:

I would like to form the following limited liability company under Florida law:

- Norcliff LLC.

Enclosed herewith, please find the original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent to be filed.

Please send me a certified copy of the Articles of Organization and a Certificate of Status. I have enclosed a check in the amount of \$346.25 made payable to the "Division of Corporations".

My return address is:

Mary Ann Y. David, Esquire  
c/o Rosen Associates  
215 S.W. LeJeune Road  
Miami, Florida 33134-1799  
(305) 446-5663

Mary Ann GAVE

AUTHORIZATION BY PHONE TO

add mailing address

I would appreciate your returning the requested documents using the enclosed Federal Express airbill and pouch. Thank you very much.

Sincerely,

Mary Ann Y. David

Mary Ann Y. David

Enclosures

L980000001753

✓ Miami: (305) 446-5663 • FAX: (305) 446-1330 • 215 S.W. Le Jeune Road • Miami, Florida 33134-1799  
Boston: (617) 423-0662 • FAX: (617) 423-0849 • 745 Atlantic Avenue • Suite 800 • Boston, Massachusetts 02111-2735  
Destin: (850) 650-2858 • FAX: (850) 650-2862 • 1234 Airport Road • Suite 214 • Destin, Florida 32541  
Atlanta: (770) 242-6140 FAX and PHONE • P.O. Box 160 • Norcross, Georgia 30091-0160

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**ARTICLES OF ORGANIZATION FOR  
NORCLIFF LLC**

**ARTICLE I**

**Name**

The name of the Limited Liability Company is **Norcliff LLC**.

**ARTICLE II**

**Address**

The address of the principal office of the Limited Liability Company is 215 S.W. Le Jeune Road, Miami, Florida 33134. The mailing address is the same.

**ARTICLE III**

**Duration**

The latest date that the Limited Liability Company shall dissolve is September 30, 2028.

**ARTICLE IV**

**Management**

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Clifford D. Rosen  
215 S.W. Le Jeune Road  
Miami, Florida 33134

Norman S. Rosen  
215 S.W. Le Jeune Road  
Miami, Florida 33134

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V

### Affidavit of Membership and Contributions

The undersigned authorized representative of a member of Norcliff LLC certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the members is \$1,000.00;
3. the total amount of cash and property contributed and anticipated to be contributed by members is \$1,000.00.

  
Mary Ann Y. David, Authorized Representative

(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.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **Norcliff LLC.**
2. The name and the Florida street address of the registered agent are:

Mary Ann Y. David, Esquire  
215 S.W. Le Jeune Road  
Miami, Florida 33134

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TALLAHASSEE, FLORIDA

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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, 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.*

Maryann Y. David