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## LIMITED LIABILITY COMPANY

CJM-TALLAHASSEE, L.L.C.

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**ARTICLES OF ORGANIZATION  
FOR  
CJM-TALLAHASSEE, L.L.C.  
a Florida limited liability company ("Company")**

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, codified as Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of the Company shall be:

CJM-Tallahassee, L.L.C.

2. Duration/Continuation. The period of the Company's duration shall be 75 years, unless earlier terminated (each of the following is, hereafter, a "terminating event") by the unanimous written agreement of all Members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of the remaining Members as described in Section 4(f) below, or unless extended by an amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. Purposes. The special limited purpose for which this Company is being formed is solely to finance, construct, lease and/or operate a commercial facility located on the real property (the "Property") more particularly described on Exhibit "A" attached hereto and made a part hereof, which consists of approximately 2.15 acres and is located in Leon County, Florida (the "Project").

4. Special Purpose Entity Covenants:

(a) Purpose. The Company was organized solely for the purpose of being a borrower, lessee, and/or lessor, as the case may be, and in accordance with the documents executed in connection with the limited purpose for which the Company has been formed (the "Operative Agreements").

(b) No Other Business. The Company will not engage in any business unrelated to the transactions contemplated by the Operative Agreements.

(c) No Other Assets. The Company will not have any assets other than those related to the assets necessary for the completion of the transactions contemplated by the Operative Agreements.

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PREPARED BY:  
Marshall J. Emas, Esq. - FL Bar#0282073  
English, McCaughan & O'Bryan, P.A.  
P.O. Box 14098  
Ft. Lauderdale, FL 33302

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(d) No Dissolution. The Company will not engage in, seek or consent to any dissolution, winding up, liquidation, consolidation, merger, asset sale, transfer of partnership or membership interest, or amendment of its limited liability partnership agreement, articles of organization, certificate of formation or operating agreement, as applicable, or trust agreement or certificate.

(e) SPE Member. The Company shall have at least one manager or Managing Member, that is a (i) limited liability company or corporation whose sole asset is its interest in the SPE and which at all times has a member or director who qualifies as an "Independent Member" or "Independent Director" (as defined below), or (ii) a natural person who qualifies as an Independent Member.

(f) Continuation of Business Following a Terminating Event. (i) the vote of a majority-in-interest of the remaining Members shall be sufficient to continue the life of the Company in the event of a terminating event, such as a bankruptcy of the Managing Member; and (ii) if the vote of a majority-in-interest of the remaining Members is not obtained to continue the life of the Company upon a terminating event, the Company may not liquidate collateral without the consent of the holders of the rated securities.

(g) Independent Member. "Independent Member" or "Independent Director" means a person reasonably satisfactory to Wilmington Trust Company, not individually but as Owner Trustee, for so long as it holds a mortgage or other security interest with respect to the Property, who shall not have been at the time of such individual's appointment, and may not have been at any time during the preceding two (2) years (i) a member or shareholder of, or an officer, director, partner or employee of, any entity acting in the capacity of lender or landlord to the Company or any of its members, subsidiaries or affiliates, (ii) a substantial creditor, customer of, or supplier to, the Company or any of its members, subsidiaries or affiliates, (iii) a person or other entity controlling or under common control with any such member, partner, director, supplier or customer, or (iv) a member of the immediate family of any such member, officer, director, partner, employee, supplier or customer. As used herein, the term "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person or entity, whether through ownership of voting securities, by contract or otherwise.

(h) Unanimous Consent. The Company has not caused or allowed and will not cause or allow the Members of the Company to take any action requiring the unanimous affirmative vote of 100% of the Members unless an Independent Member or Independent Director of the Managing Member shall have participated in such vote.

(i) Bankruptcy Filing. The Company, without the unanimous consent of all of the Members, shall not file a bankruptcy or insolvency petition or otherwise institute insolvency proceedings with respect to itself or to any other entity in which it has a direct or indirect legal or beneficial ownership interest, dissolve, liquidate, consolidate, merge, or sell all or substantially all

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of its assets or any other entity in which it has a direct or indirect legal or beneficial ownership interest, engage in any other business activity, or amend its organizational documents.

(j) No Other Indebtedness. The Company shall not have any indebtedness other than the indebtedness permitted by the Operative Agreements.

(k) Misunderstandings. The Company will not fail to correct any known misunderstanding regarding the separate identity of the Company.

(l) Separate Accounts. The Company will maintain its accounts, books and records separate from any other person or entity.

(m) Official Records. The Company will maintain its books, records, resolutions and agreements as official records.

(n) Commingling. The Company will not commingle its funds or assets with those of any other entity, has held and will hold its assets in its own name.

(o) Own Name. The Company will conduct its business in its own name.

(p) Separate Records. The Company will maintain its financial statements, accounting records and other entity documents separate from any other person or entity.

(q) Own Liabilities. The Company will pay its own liabilities out of its own funds and assets.

(r) Formalities. The Company will observe all limited liability company formalities.

(s) Guarantees. The Company will not assume or guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of any other entity except for liabilities permitted to be guaranteed by the Operative Agreements.

(t) Affiliate Securities. The Company will not acquire obligations or securities of its members.

(u) Allocations. The Company will allocate fairly and reasonably any overhead for shared office space and uses separate stationery, invoices and checks.

(v) Pledges. The Company will not pledge its assets for the benefit of any other person or entity other than as provided in the Operative Agreements.

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(w) Identification. The Company has identified itself and will hold itself out and identify itself as a separate and distinct entity under its own name and not as a division or part of any other person or entity.

(x) Loans. The Company will not make loans to any person or entity except as provided in the Operative Agreements.

(y) Divisions. The Company will not identify its Members, or any affiliates of any of them, as a division or part of it.

(z) Arm's-Length Transactions. The Company will not enter into or be a party to, any transaction with its Members or any of its affiliates except in the ordinary course of its business and on terms which are intrinsically fair and are no less favorable to it than would be obtained in a comparable arm's-length transaction with an unrelated third party.

(aa) Capitalization. The Company shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations.

5. Registered Agent and Offices. The name and address of the initial registered agent and the principal office for the Company are as follows:

EMO Corporate Services, Inc.  
100 NE 3rd Avenue, Suite 1100  
Fort Lauderdale, Florida 33301

Principal Office of the Company:

1133 West Long Lake Road, Suite 202  
Bloomfield Hills, Michigan 48302

6. Contributions to Capital. The total amount of cash or property contributed to the Company by its Members shall be as follows:

Charles J. Miller	\$ 84.00
Thomas Miller	\$ 15.00
CJM-Tallahassee, L.L.C.	\$ <u>1.00</u>
Total:	\$100.00

7. Admission of Additional Members; Terms and Conditions of such Admissions. Additional Members may be admitted only upon the approval of all of the Members of the Company,

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upon the written application of each such new Member in the manner set forth in the Regulations of this Company.

8. Management of Company. The business of the Company shall be managed by the following Managing Member:

CJM-Tallahassee, L.L.C.  
1133 West Long Lake Road, Suite 202  
Bloomfield Hills, Michigan 48302

9. Amendment of Regulations. The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the Managing Member of the Company, provided that any such action will require the consent of the Independent Member or the Independent Director of the Managing Member.

10. Organizing Members. The names and addresses of the organizing members executing these Articles of Organization are as follows:

Charles J. Miller  
1133 West Long Lake Road, Suite 202  
Bloomfield Hills, Michigan 48302

Thomas Miller  
1133 West Long Lake Road, Suite 202  
Bloomfield Hills, Michigan 48302

11. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be consistent with Chapter 608, Florida Statutes, and shall be signed and sworn to by the Managing Member of the Company (including the Independent Member or the Independent Director of the Managing Member). In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

12. Regulations of the Company. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Managing Member. Regulations adopted by the Managing Member may be repealed or altered, and new Regulations may be adopted, by the Managing Member. The Independent Member or the Independent Director of the Managing Member must approve any such action.

13. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action taken shall be signed by all Members (and filed with the Company as part of its records).

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14. Contracting Debt. Except as otherwise provided by applicable law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managing Member and as related to the Project and pursuant to the Project documents.

15. Transferability of Member's Interest. The interest of a Member of this Company may not be transferred or assigned except to such extent and in the manner provided in the Regulations. However, unless the Managing Member of this Company, other than the Member desiring to effect such transfer or assignment, approve of such proposed transfer or assignment, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. In such event, the transferee shall be entitled to receive only the share of profits or other compensation or distributions, and the return of contributions, to which that Member otherwise would be entitled.

16. Withdrawal or Reduction of Member's Contributions to Capital.

(a) A Member shall not receive out of the Company's property any part of such Member's contribution to capital until:

(1) all liabilities of the Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Company remains to pay them; and

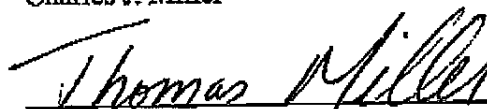
(2) the consent of all Members is had (unless the return of the contributions to capital may be rightfully demanded); and

(3) these Articles of Organization are canceled or so amended as to set out the withdrawal permitted.

(b) A Member shall be entitled to the return of the Member's contribution in the manner, if any, provided for in the Regulations of the Company.

IN WITNESS WHEREOF, the undersigned organizing Members have hereunto set their hands and seals this 24<sup>th</sup> day of September, 1998.

  
Charles J. Miller

  
Thomas Miller

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The undersigned joins in these Articles of Organization for the purpose of agreeing to act as Registered Agent hereunder. The undersigned is familiar with, and accepts the obligations of, registered agent under the Florida Limited Liability Company Act.

EMO CORPORATE SERVICES, INC.

By: Marshall J. Emas

Marshall J. Emas, Vice President

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STATE OF MI)  
COUNTY OF OAKLAND) SS:

The foregoing instrument was acknowledged before me this 24th day of September, 1998, by Charles J. Miller. The foregoing individual is personally known to me ~~or has produced~~ as identification and did not take an oath.

Linda L. Metzner  
Notary Public, State of \_\_\_\_\_ at Large

My commission expires:

**LINDA L. METZNER**  
Notary Public, Macomb County, MI  
My Commission Expires Sept. 6, 2000  
Acting in Oakland County, MI

STATE OF MI)  
COUNTY OF OAKLAND) SS:

The foregoing instrument was acknowledged before me this 24th day of September, 1998, by Thomas Miller. The foregoing individual is personally known to me ~~or has produced~~ as identification and did not take an oath.

Linda L. Metzner  
Notary Public, State of \_\_\_\_\_ at Large

My commission expires:

**LINDA L. METZNER**  
Notary Public, Macomb County, MI  
My Commission Expires Sept. 6, 2000  
Acting in Oakland County, MI

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**  
**(CJM-Tallahassee, L.L.C.)**

STATE OF MICHIGAN )  
COUNTY OF OAKLAND ) SS:

The undersigned member of CJM-Tallahassee, L.L.C., a Florida limited liability company, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is \$100.00.
3. The members are not contributing property other than cash to the limited liability company.
4. The total amount of cash and property anticipated to be contributed by members is \$100.00.

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 here are true.

CJM-Tallahassee, Inc., Managing Member

By: [Signature]  
Charles J. Miller, President

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Sworn and subscribed before me this 24th day of September, 1998, by Charles J. Miller, who is personally known to me and took an oath.

[Signature]  
Notary Public, State of Michigan at Large

My Commission Expires:

LINDA L. MEITZNER  
Notary Public, Macomb County, MI  
My Commission Expires Sept. 6, 2000  
Acting in Oakland County, MI

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STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of September, 1998, by Marshall J. Ennas as Vice President of EMO Corporate Services, Inc., a Florida corporation, on behalf of the corporation. The foregoing individual is personally known to me and did not take an oath.

Debra M. Harper  
Notary Public, State of Florida at Large

My commission expires:



Debra M. Harper  
MY COMMISSION # CC611464 EXPIRES  
January 5, 2001  
BONDED THRU TROY FAY INSURANCE, INC.

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