



THE UNITED STATES
CORPORATION
COMPANY

L98000002080

ACCOUNT NO. : 072100000032

REFERENCE : 976541 4334224

AUTHORIZATION :

COST LIMIT *Patricia Ryzut*

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 29 AM 10:07

ORDER DATE : September 28, 1998

ORDER TIME : 10:46 AM

ORDER NO. : 976541-005

CUSTOMER NO: 4334224

CUSTOMER: Paul Korngold, Esq
TUCHMAN, KATZ, SCHWARTZ,
GELLES & KORNGOLD
Six E. 45th St.

200002651302--6

New York, NY 10017

DOMESTIC FILING

NAME: E-N REALTY L.L.C.
EMERALD-NILE REALTY L.L.C.

EFFECTIVE DATE: *(7)*

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

BH

9/29/98

RECEIVED
98 SEP 29 AM 11:25
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

SEP 29 -2 AM 8:38

DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS
98 SEP 29 AM 10:07

September 29, 1998

JEANINE REYNOLDS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: E - N REALTY L.L.C.
Ref. Number: W98000022221

We have received your document for E - N REALTY L.L.C. and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

Your limited liability company name is unavailable, pursuant to section 608.406(4), Florida Statutes. Since it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words must be added to make the name distinguishable from the one presently on file.

ALSO, please note that in your Article II, you state "the mailing address of the principal office." This is not exactly what the law requires. What you must tell us is: 1. The street address of the company's principal office; and 2. The company's mailing address.

If the company's mailing address is the same as the street address of its principal office, you should simply state that.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 898A00048781

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 AM 10:07

ARTICLE I - Name:

The name of the Limited Liability Company is: Emerald-Nile Realty L.L.C.

ARTICLE II - Address:

The street address of the company's principal office and
the mailing address of the principal office of the Limited Liability
Company is: c/o Eliot Nisenbaum, 2555 Collins Avenue, Apt. 911, Miami
Beach, Florida 33140.

ARTICLE III - Duration:

The Company is to dissolve no later than December 31, 2059.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and
the name and address of the managing member is:

Eliot C. Nisenbaum
2555 Collins Avenue, Apt. 911
Miami Beach, Florida 33140

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the
terms and conditions of the admission shall be governed by the State of
Florida except in the event of death of a member, that member's heirs,
beneficiaries or distributees shall be entitled to take the place of the
deceased member.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminated the continued membership of a member in the limited liability company shall be without restriction, and the business of the limited liability company shall continue.

IN WITNESS WHEREOF, I have signed this document on the date set forth below and do affirm under penalties of perjury, that the statements contained herein have been examined by me and are true and correct.

Dated:

9/28

1998



Eliot C. Nisenbaum

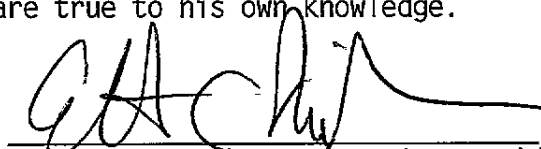
98 SEP 29 AM 10:07
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Verification of Signer of Articles of Organization

STATE OF NY)
)ss.:
COUNTY OF NY)

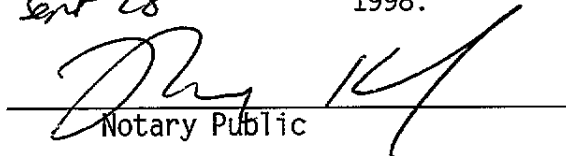
FILED
SECRETARY OF STATE
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98 SEP 29 AM 10:07

Eliot C. Nisenbaum, being sworn, deposes and says that he is the person who signed the foregoing articles of organization; that he signed the said articles in the capacity set opposite or beneath his signature thereon; that he has read the said articles and knows the contents thereof; and that the statements contained therein are true to his own knowledge.



Eliot C. Nisenbaum, Organizer and Member

Subscribed and sworn to before me on
Sept 28 1998.


Notary Public

PAUL J. KORNGOLD
NOTARY PUBLIC, State of New York
No. 02K04772550
Qualified in Westchester County
Commission Expires April 30, 2000

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
68 SEP 29 AM 10:07

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: Emerald-Nile Realty L.L.C.

2. The name and address Of the registered agent and Office is:

Eliot C. Nisenbaum

(NAME)

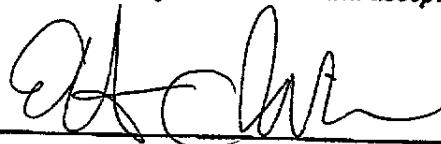
2555 Collins Avenue, Apt. 911

(P. O. BOX NOT ACCEPTABLE)

Miami Beach, Florida 33140

(CITY/STATE/ZIP)

*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.*



(SIGNATURE)

Eliot C. Nisenbaum

9/25/98
(DATE)

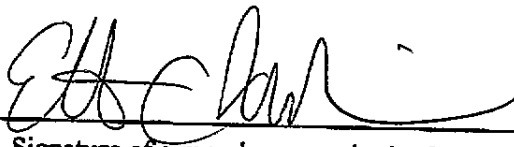
Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 29 AM 10:08

The undersigned member or authorized representative of a member of Emerald-Nile
Realty 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 \$ 50,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ - 0 -
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 250,000
- 5) the total amounts of 2, 3 and 4 is \$ 300,000



Signature of a member or authorized representative of a member. Eliot C. Nisenbaum,
Member

(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.)