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LIMITED LIABILITY COMPANY

LEVINE ASSOCIATES, L.C.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 10, 1998

GREGORY J. BLODIG, ESQ.
GREENSPOON, MARDER, ET. AL.
100 WEST CYPRESS CREEK ROAD, SUITE 700
FORT LAUDERDALE, FL 33309

SUBJECT: LEVINE ASSOCIATES, L.C.
REF: W98000025428

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FAX Attn. #: H98000020928
Letter Number: 398A00054512

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is **RBL Levine Associates, L.C.**

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 50 years thereafter.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 17050 N.W. 3rd Avenue, Miami, Florida 33169.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Roy L. Levine, 17050 N.W. 3rd Avenue, Miami, Florida 33169.

ARTICLE V - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

1. Roy L. Levine, 17050 N.W. 3rd Avenue, Miami, Florida 33169.
2. Barry L. Levine, 17050 N.W. 3rd Avenue, Miami, Florida 33169.

GREGORY J. BLODIG, ESQ.
Greenspoon, Marder, et al
100 West Cypress Creek Rd., Ste. 700
Ft. Lauderdale, FL 33309
(954) 491-1120
Fla. Bar #274062

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ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

ARTICLE VII - Members' Rights to Continue Business:

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue the business on the 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 Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 10th day of November, 1998.



ROY L. LEVINE, Member

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**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:

RRL Levine Associates, L.C.

2. The name and address of the registered agent and office is:

Roy L. Levine
17050 N.W. 3rd Avenue
Miami, Florida 33169

By: *Roy L. Levine*
Roy L. Levine, authorized member

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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.

Roy L. Levine
(Signature)

11/10/98
(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of RBL Levine Associates, L.C. deposes and says:

- (1) the above Limited Liability Company has at least one member
- (2) the total amount of cash contributed by the member(s) is . . . \$ -0-
- (3) if any, the agreed value of property other than cash contributed by member(s) is \$ 300,000.00
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 \$ -0-
- (5) the total amount of 2, 3, and 4 is \$300,000.00

Ray L. Levine

Signature of a member or authorized representative of a 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.)

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NO.563 P.7/7
AUDIT NO.: H98000020928

REAL PROPERTY LEGAL DESCRIPTION

Lots 1, 2, 3 and 44, Block 1 of MIAMI LANE, a subdivision of Dade County, Florida, according to the Plat thereof, recorded in Plat Book 29, at Page 64, of the Public Records of Dade County, Florida.

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