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CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

200002721412--9
-12/24/98-01001-026
****61.25 ****61.25

CORPORATION(S) NAME

200002721412--9
-12/24/98-01001-027
****285.00 ****285.00

NET 2 October, L.L.C.

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JEFFREY D. BUTTERFIELD

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY FOR
NET 2 OCALA L.L.C.**

ARTICLE I - Name:

The name of the Limited Liability Company is:

NET 2 OCALA L.L.C.

ARTICLE II - Address:

The mailing and street address of the principal office of the Limited Liability Company is:

c/o Lexington Corporate Properties Trust
355 Lexington Avenue, 14th Floor
New York, NY 1017

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be December 31, 2028.

ARTICLE IV - Management:

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

Net 2 L.P.
c/o Lexington Corporate Properties Trust
355 Lexington Avenue, 14th Floor
New York, NY 10017

ARTICLE V - Admission of Additional Members:

The sole member may elect to admit additional members.

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ARTICLE VI - Affidavit of Membership and Contributions

The undersigned sole managing member of Net 2 Ocala L.L.C. hereby certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member is \$ 1,000.00 ;
3. the agreed value of property other than cash contributed by the member is \$ -0- ;
4. the total amount of cash contributed and anticipated to be contributed by the member is \$ 5,165,000.00

In accordance with section 608.408(3), Florida Statutes, the execution of the affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed this 21st day of December, 1998 by Net 2 L.P., the sole member of Net 2 Ocala L.L.C.

Net 2 L.P.

By: Lepercq Net 2 L.P.
its General Partner

By: Lepercq Net 2 Inc.
its General Partner

By: 
E. Robert Roskind, President

**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: _____

Net 2 Ocala L.L.C.

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

_____ C T CORPORATION SYSTEM

(Name)

_____ c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road

(P.O. BOX ~~not~~ acceptable)

_____ Plantation, FL 33324

(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.

C T CORPORATION SYSTEM

By: _____

Charles W. Meyer

(Signature)

_____ 12/22/98

(Date)

**CHARLES W. MEYER
SPECIAL ASST. SECRETARY**

FILING FEE: \$ 35 for Designation of Registered Agent