

L98000003458



**THE UNITED STATES
CORPORATION**
COMPANY

W98-28772
00789-00611-00671

ACCOUNT NO. : 072100000032

REFERENCE : 078046 9564A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 337.50

ORDER DATE : December 23, 1998

ORDER TIME : 3:29 PM

ORDER NO. : 078046-005

700002721327--4

CUSTOMER NO: 9564A

CUSTOMER: Ms. Gayle E. Meyerson
KULATZ & DOBBINS, P.A.
KULATZ & DOBBINS, P.A.
Suite 4r
633 S.e. Third Avenue
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: SECOND AVENUE SHOPPES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

Name	<i>MAH</i>
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
W. P. Verifier	<i>MAH</i>

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DIVISION OF CORPORATIONS
98 DEC 23 AM 10:43

RECEIVED
98 DEC 23 PM 3:50
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1998

CSC

SUBJECT: SECOND AVENUE SHOPPES, L.C.
Ref. Number: W98000028772

RESUBMIT
Please give original
submission date as file date.

We have received your document for SECOND AVENUE SHOPPES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 198A00060340

DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION
OF
SECOND AVENUE SHOPPES, L.C.

The undersigned initial member of SECOND AVENUE SHOPPES, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I
COMPANY NAME

The name of the company is SECOND AVENUE SHOPPES, L.C.

ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III
MAILING ADDRESS AND STREET ADDRESS OF COMPANY

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

288-Z Smith Sundry Road
Delray Beach, Florida 33446

ARTICLE IV
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

THIS INSTRUMENT PREPARED BY:
Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 E. Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394
Florida Bar No. 201367
(954) 467-2200

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98 DEC 23 AM 10:43

Geoffrey S. Mombach, Esq.
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard
Suite 1950
Fort Lauderdale, Florida 33394

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by the unanimous consent of the members. Any new member shall be required to comply with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VI
RIGHT OF REMAINING MEMBERS TO CONTINUE THE COMPANY

In the event of 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 Company, the remaining members of the Company shall have the right to continue the business of the Company subject to and in accordance with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII
MANAGEMENT

The Company shall be managed by the members. The name and address of the initial Managing Member is set forth below:

STEVEN WOLF

Address:

288-Z Smith Sundry Road
Delray Beach, Florida 33446

ARTICLE VIII
DISSOLUTION OF COMPANY

The Company may be dissolved only in accordance with the Act and the Regulations of the Company as may be adopted from time to time by the members of the Company.

ARTICLE IX
AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members as such other matter in accordance with the Act and the Regulations of the Company adopted by the members from time to time.

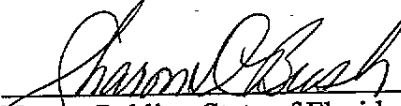
IN WITNESS WHEREOF, the undersigned being the initial member of the limited liability company hereby executes these Articles of Organization, this 21st day of December, 1998.



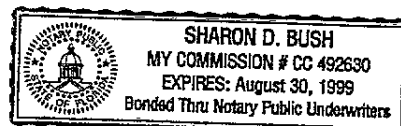
STEVEN WOLF

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st day of December, 1998, by STEVEN WOLF, who is personally known to me or who has produced a _____ driver's license as identification and who did take an oath.



Notary Public - State of Florida
My Commission Expires:
Commission Number:



AFFIDAVIT RE: LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned, as managing member of SECOND AVENUE SHOPPES, L.C., a Florida limited liability company (the "Company"), hereby certifies as follows:

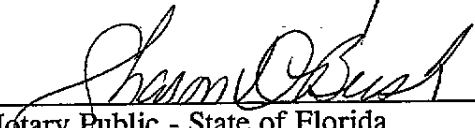
1. The Company has one (1) member.
 2. The amount of cash contributed by the members of the Company to date is \$ 1000.00.
 3. The amount of cash anticipated to be contributed by the members to the Company is \$ 100,000.00.
 4. No property has been contributed.
- Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

Dated this 21st day of December, 1998.


STEVEN WOLF

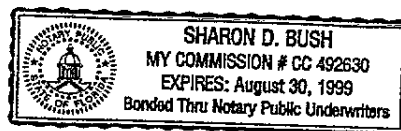
(SEAL)

SWORN TO and SUBSCRIBED before me this 21st day of December, 1998 by Steven Wolf, who is personally known to me or has produced _____ as identification.


Notary Public - State of Florida

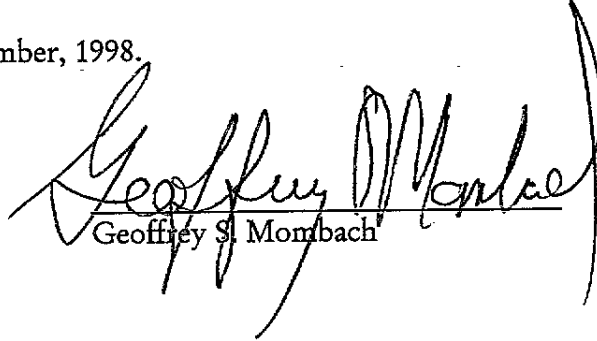
My Commission No.:

My Commission Expires:



I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon Second Avenue Shoppes, L.C., a limited liability company within the State of Florida, in accordance with Section 608.407(1)(d), Florida Statutes.

DATED this 22nd day of December, 1998.


Geoffrey S. Mombach