

Document Number Only

L990000000036

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

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-12/31/98--01051--013
****285.00 ****285.00

CORPORATION(S) NAME

Omni Capital, LLC

W98-29351

00789 - 02746-00671

98 DEC 31 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- | | | |
|---------------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability	CR 1-5
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JOEY

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 31, 1998

CT

SUBJECT: OMNI CAPITAL, LLC
Ref. Number: W98000029351

We have received your document for OMNI CAPITAL, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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: 298A00061234

Walk IN
Pick up

Please back date
Thanks.

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TALLAHASSEE, FLORIDA

98 DEC 31 5:00 PM
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Omni Capital, LLC

ARTICLE II - Address:

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

431 East Horatio Avenue, Suite 210, Maitland, Florida, 32751

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Omni Capital Inc., 1010 Sherbrooke Street W., Suite 2401, Montreal, Quebec, CANADA H3A 2R7

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Upon the affirmative vote, approval, consent or ratification of members owning membership interests representing greater than sixty-six and two thirds present (66-2/3%) of the voting interests of all members, the manager of the Limited Liability Company shall have the authority to admit additional members.

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 terminates the continued membership of a member in the limited liability company shall be:

as set forth in the Limited Liability Company's Operating Agreement

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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: OMNI CAPITAL, LLC

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

C T CORPORATION SYSTEM

(Name)

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

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

C T CORPORATION SYSTEM

(Signature)

December 30, 1998

(Date)

**JENNIFER F AULTMAN
ASSISTANT SECRETARY**

FILING FEE: \$ 35 for Designation of Registered Agent

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Omni Capital, LLC certifies:

- 1) the above named 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 \$ 3,600,000 ;
(A description of the property is attached and made a part hereto.) approx.; and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is approx. \$ 3,600,000 ;

Charles Schwartz

Signature of a member or an 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.)

Charles Schwartz

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**EXHIBIT A TO AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS**

The property to be contributed to the Limited Liability Company consists of limited partnership interests in various real estate partnerships.

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