



THE UNITED STATES  
CORPORATION  
COMPANY

L990000000068

ACCOUNT NO. : 072100000032

REFERENCE : 089115 134758A

AUTHORIZATION :

*Patricia Puyot*

COST LIMIT : \$ 337.50

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ORDER DATE : January 6, 1999

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ORDER NO. : 089115-005

CUSTOMER NO: 134758A

CUSTOMER: Theodore J. Klein, Esq  
THEODORE J. KLEIN, ESQ  
THEODORE J. KLEIN, ESQ  
88 N.e. 168th Street

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N. Miami Beach, FL 33162

DOMESTIC FILING

NAME: BONITA COVE APARTMENTS, L.C.

EFFECTIVE DATE: JANUARY 1, 1999

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

L99-68

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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02/15/99

**Articles of Organization  
of  
Bonita Cove Apartments, L.C.**

**THE UNDERSIGNED**, being the authorized representative of all of the Members of Bonita Cove Apartments, L.C., a Florida limited liability company formed hereunder, does hereby subscribe to and acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

**FIRST:** The name of this Company shall be:

Bonita Cove Apartments, L.C.

**SECOND:** The term of existence of this Company shall commence at 9:00 a.m. On January 1, 1999 and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

**THIRD:** This Company may engage in any activity or business permitted under the laws of the State of Florida.

**FOURTH:** The initial mailing address and principal place of business of this corporation shall be 7950 N.E. Bayshore Court, Miami, Florida 33138 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**FIFTH:** The name of the initial registered agent of this Company in the State of Florida is Judith Berson, whose address is 7950 N.E. Bayshore Court, Miami, Florida 33138.

**SIXTH:** Pursuant to Section 608.4232 of the Florida Limited Liability Company Act (the "Act"), the Company may admit additional members only upon the written consent of all of the members. Any new member which is approved by the existing members as set forth herein shall become a member of the Company upon the payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations (as defined under the Act) and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

**SEVENTH:** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any

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other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless a majority of the other members (or a greater percentage if required under Florida law) unanimously elect to continue the Company.

**EIGHTH:** The Company shall be managed by one or more managers appointed by its members. The names and addresses of the initial managers who shall continue to serve until replaced by the members is set forth below as follows:

Steven Z. Levinson  
7950 N.E. Bayshore Court  
Miami, Florida 33138

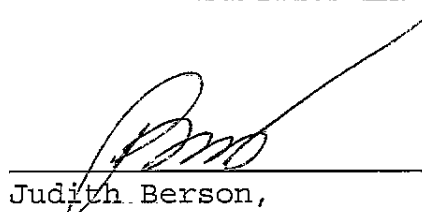
Judith Berson  
7950 N.E. Bayshore Court  
Miami, Florida 33138

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**NINTH:** No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

**TENTH:** Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of all of the members.

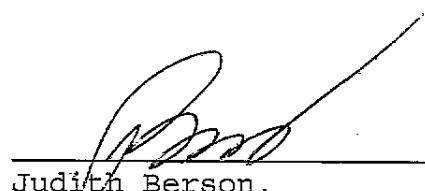
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in his representative capacity as the duly appointed representative of all of the members of this Company on this 20th day of December, 1998.

  
Judith Berson,  
Member Representative

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

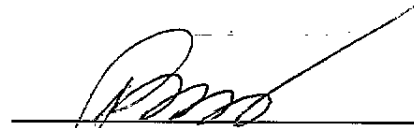
In compliance with Section 608.415, Florida Statutes, it is submitted that Bonita Cove Apartments, L.C., desiring to organize under the laws of the State of Florida as a limited liability

company, has named Judith Berson, whose address is 7950 N.E. Bayshore Court Miami, Florida 33138, as its agent to accept service of process within Florida (registered agent).

  
\_\_\_\_\_  
Judith Berson,  
Member Representative

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Florida limited liability company, at the place designated in the Articles of Organization and in the certificate, I hereby agree, on this 24<sup>th</sup> day of December, 1998, to accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.

  
\_\_\_\_\_  
Judith Berson,  
Registered Agent

llc.bonitacove.ao

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Affidavit of Capital Contributions Attached To  
Articles of Organization  
of  
Bonita Cove Apartments, L.C.

Pursuant to Section 608.407(2), F.S., the undersigned, being the authorized representative of all of the Members of Bonita Cove Apartments, L.C., a Florida limited liability company formed hereunder (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one member.

2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

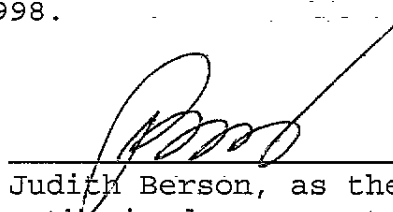
(a) Cash of \$100.00.

4. There have been no contributions to the Company made by the members other than as stated in the preceding paragraphs of this Affidavit.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as the authorized representative of the members of the Company, declares that the undersigned has read the foregoing and the facts alleged are true, to the best of the undersigned's knowledge and belief.

Dated December 29th, 1998.

  
\_\_\_\_\_  
Judith Berson, as the  
authorized representative  
the members

llc.bonitacove.affidavit

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