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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

SAS Properties LLC

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ARTICLES ONLY

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NEW FILINGS	
<input checked="" type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A. Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input checked="" type="checkbox"/> Other	LLC

L99-125

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ARTICLES OF ORGANIZATION OF
SAS PROPERTIES, L.L.C.

ARTICLE I
NAME

The name of this Limited Liability Company shall be SAS PROPERTIES, L.L.C. (the "Company").

ARTICLE II
DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Regulations.

ARTICLE III
PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 251 Crandon Blvd., #533, Key Biscayne, FL 33149, and such other place or places as the member from time to time may determine. The mailing address of the Company is the same.

ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Ste. 125, Coral Gables, FL 33146.

ARTICLE VI
MEMBER

The Company shall have one (1) member at the time of formation. The name and address of the member is:

Thelma F. Krigstin
251 Crandon Blvd., #533
Key Biscayne, FL 33149

ARTICLE VII
MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of members or until his successor is selected and qualified in accordance with the Regulations is :

Myer Krigstin
251 Crandon Blvd., Ste. 533
Key Biscayne, FL 33149

ARTICLE VII
NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE VIII
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon :

- (A) the vote of all holding an interest in the Company, or
- (B) the expiration of the term of the Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the ____ day of _____, 19__, effective upon filing same with the Florida Department of State.

SAS PROPERTIES, L.L.C.

BY: Thelma F. Krigstin
Thelma F. Krigstin, Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SAS PROPERTIES, L.L.C., after being duly sworn, deposes and says:

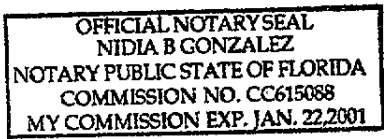
- 1. The above named limited liability company has at least one member.
- 2. The total amount of cash contributed by the member is One Thousand Dollars (\$1,000).
- 3. The agreed value of property, if any, other than cash contributed by the initial member is N/A. A description of the property (if any) is attached and made a part hereof.
- 4. The total amount of cash or property anticipated to be contributed by the members is One Thousand Dollars (\$1,000). This includes amounts from 2 and 3 above.

SAS PROPERTIES, L.L.C.

By: Thelma F. Krigstin
THELMA F. KRIGSTIN, Member

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 6th day of January, 1998, by ONTARIO D.L., who has produced _____ as identification.



Nidia B. Gonzalez
Signature of Notary Public

NIDIA B. GONZALEZ
Printed Name of Notary Public

NOTARY PUBLIC
Title

My Commission Expires: 1/22/01

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN
FLORIDA.

1. The name of the limited liability company is:

SAS PROPERTIES, L.L.C.

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

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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 RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.

ATRIUM REGISTERED AGENTS, INC.

BY: 

DENNIS GINSBURG, Vice President

Date: _____