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January 20, 1999

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Secretary of State
Division of Corporations
Corporate Records Bureau
Room 2001, The Capitol
Tallahassee, FL 32301

Re: South Dade Warehouses, L.L.C.

Dear Sir/Madam:

Please find enclosed the fully executed Articles of Organization of South Dade Warehouses, L.L.C. together with my check payable to your order in the sum of \$285.00 to cover the cost of filing the Articles (\$250.00) and the registered agent's fee (\$35.00).

As usual, thanks for your prompt and efficient service.

Very truly yours,

ALAN E. GREENFIELD

encls: (as stated)

cc: client

Name	
Availability	
Document Examiner	
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Updater Verifier	
Acknowledgement	
W. P. Verifier	

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
SOUTH DADE WAREHOUSES, L. L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter (608).

1. **Name:** The name of the limited liability company is SOUTH DADE WAREHOUSES, L.L.C. ("Company").
2. **Mailing and Street Addresses:** The Company's principal mailing and street address is 9150 S.W. 87th Avenue, Suite #205, Miami, Florida 33176.
3. **Duration:** The Company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any of the events specified in the Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
4. **Management:** The management of the Company is reserved to the members. The following persons will initially be the managing members:

Stewart A. Greenstein
9150 SW 87th Avenue
Suite #205
Miami, Florida 33176

Robert S. Goldberg
7820 Travelers Tree Drive
Boca Raton, Florida 33433

Samuel A. Badanes
600 SW 21st Road
Miami, Florida 33129

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DIVISION OF CORPORATIONS

Joseph Nurenberg
13355 S.W. 16th Court
Apartment #114
Pembroke Pines, FL 33027

5. **Additional Members:** Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

6. **Members Rights to Continue Business:** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

7. **Registered Agent and Office:** The name of the initial registered agent of the Company is Alan E. Greenfield, Esq. The street address of the initial registered agent of the company is 2600 Douglas Road, Suite 911, Coral Gables, Florida 33134.

8. **Regulations:** The members, by majority action, shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

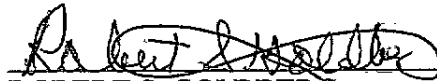
9. **Date of Existence of the Company:** The existence of the Company shall commence on the date of the filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on this 11th day of

January, ~~1998~~¹⁹⁹⁹.



STEWART A. GREENSTEIN



ROBERT S. GOLDBERG


SAMUEL A. BADANES


JOSEPH NURENBERG

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

Pursuant to the provisions of Section 608.415, Florida Statutes, the below referenced limited liability company has designated in its Articles of Organization its Registered Agent/Registered Office, in the State of Florida.

1. The name of the limited liability company is: South Dade Warehouses, L.L.C.
2. The name of the Registered Agent and the Registered Office is:

Alan E. Greenfield, Esq.
2600 Douglas Road
Suite #911
Coral Gables, Florida 33134

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.

Dated this 19th day of January, 1999.
~~December, 1998.~~


ALAN E. GREENFIELD, Esq.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION OF
LIMITED LIABILITY COMPANY**

The undersigned member of South Dade Warehouses, L.L.C., deposes and says:

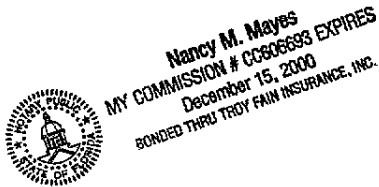
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: -0-
3. If any, the agreed value of the property other than cash contributed by members is: A 69% ownership interest in South Dade Warehouses, Ltd., a Florida Limited Partnership. This 69% interest consists of the total interest in the limited partnership which was owned by the members when they were, individually, general partners. The following is the proportions owned and the agreed value thereof:

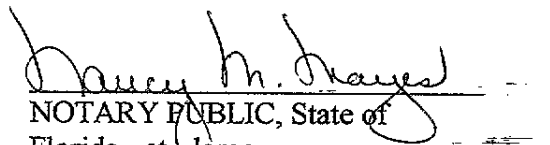
Stewart A. Greenstein, a 20.5% interest valued at \$615,000;
Robert S. Goldberg, a 20.5% interest valued at \$615,000;
Samuel Badanes, a 20.5% interest valued at \$615,000;
Joseph Nurenberg, a 7.5% interest valued at \$225,000.

4. The total amount of cash or property anticipated to be contributed by members is: \$2,070,000. This total includes amounts from paragraphs 2 and 3 above.


STEWART A. GREENSTEIN

Sworn to and subscribed before me on this 8th day of January, 1998. ~~December~~




NOTARY PUBLIC, State of
Florida - at large
(Print name) Nancy M. Mayes