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JACOB & WEINGARTEN

Professional Corporation
ATTORNEYS AND COUNSELORS AT LAW
1555 PALM BEACH LAKES BOULEVARD
SUITE 1510
WEST PALM BEACH, FLORIDA 33401

Telephone: (561) 640-5600
Telecopier: (561) 683-0799

HERBERT N. WEINGARTEN
(1927 - 1991)

MICHIGAN OFFICE
777 Somerset Place
2301 West Big Beaver Road
Troy, Michigan 48064
Telephone: (248) 649-1900
Telecopier: (248) 649-2920

RESIDENT PARTNER
PETER A. NATHAN**

JOEL G. JACOB*
HARRY M. EISENBERG**
STEVEN P. SCHUBINER*
HOWARD S. SHER*
STEPHEN M. LANDAU*
STUART SHERMAN*
CAROLE CROSBY*
ROBERT K. SIEGEL*
VICKY WOOD KVICALA*
BRIAN D. FIGOT*
SCOTT R. SCHUBINER*
WILLIAM R. COHEN**

* ADMITTED ONLY IN MICHIGAN
** ADMITTED IN FLORIDA AND MICHIGAN

January 23, 1999

Division of Corporations
409 E. Gaines
Tallahassee, FL 32399

Via Federal Express

RE: SLS BOCA RATON PROPERTY, L.C.

300002755503--3
-01/26/99--01091--005
****285.00 ****285.00

Dear Madam:

Enclosed is the Articles of Organization of the above Limited Liability Company for filing as a new Limited Liability Company, together with a check for \$285.00 to cover the cost of filing and designating Resident agent. I have already checked the name and although there is an SLS corporation, it is in Miami and this Limited Liability Company is in Boca.

Please file and return the copy "file stamped" in the stamp self-addressed envelope.

If there is a problem, please call our toll free number 800/722-1650 **BEFORE YOU RETURN IT UNFILED.** Thank-you.

Sincerely,



Peter A. Nathan

pan

cc: H. Saperstein - 561-995-9251

Name	Availability
Document	Examiner
Updater	Updater
Verifier	Verifier
Acknowledge	ent
Verifier	

99 JAN 26 PM 6:20

SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
SLS BOCA RATON PROPERTY, L.C.

Article I - Name

The name of this Limited Liability Company is SLS BOCA RATON PROPERTY, L.C.

Article II - Duration

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

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Article III - Address

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

6553 N.W. 38th Court
Boca Raton, FL 33496

Article IV - Members' Rights to Continue Business

The Operating Agreement of this Limited Liability Company allows the continuation of business upon 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.

Article V - Effective Date of Existence

The Effective Date for the existence of this Limited Liability Company is January 28, 1999.

Article VI - Management

The management of the Limited Liability Company is reserved to its members. All three members shall be managing members:

Howard Saperstein
6553 N.W. 38th Court
Boca Raton, FL 33496

Jay Levine
6578 N.W. 38th Court
Boca Raton, FL 33496

Michael Steinberg
3516 N.W. 61st Circle
Boca Raton, FL 33496

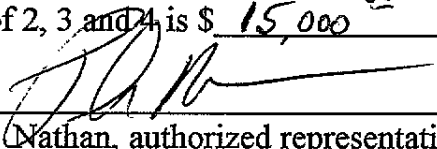
Article VII - Amendment

This Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto, and any right conferred upon the members is subject to this reservation.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of member Howard Saperstein deposes and says:

- 1) The above named Limited Liability Company has three (3) members.
- 2) The total amount of cash that has been contributed by the members is \$ 15,000⁰⁰.
- 3) If any, the agreed value of property other than cash contributed by the members is \$ 0.
- 4) The amount of cash or property anticipated to be contributed by the members is \$ 0.
- 5) The total amounts of 2, 3 and 4 is \$ 15,000⁰⁰.

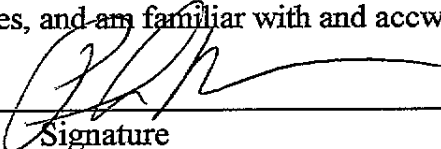

Signature of Peter A. Nathan, authorized representative of member, Howard Saperstein
(In accordance with section 608/408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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 REREGISTERED
AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA**

1. The name of the Limited Liability Company is **SLS BOCA RATON PROPERTY, L.C.**
2. The name and address of the registered agent and office is
Peter A. Nathan
1555 Palm Beach Lakes
Suite 1510
West Palm Beach, FL 33401

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 am familiar with and accept the obligations of my position as registered agent.



Signature

1/25/99

Date

FILING FEE : \$35 FOR DESIGNATION OF REGISTERED AGENT