



THE UNITED STATES
CORPORATION
COMPANY

L99000000535

ACCOUNT NO. : 072100000032

REFERENCE : 117504 8306A

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 337.50

ORDER DATE : January 29, 1999

ORDER TIME : 2:03 PM

ORDER NO. : 117504-005

CUSTOMER NO: 8306A

CUSTOMER: Ross Manella, Esq
MANELLA & KLAPHOLZ, LLP.
MANELLA & KLAPHOLZ, LLP.
Suite 212
2500 Hollywood Boulevard
Hollywood, FL 33020

DOMESTIC FILING

NAME: WIENER CYPRESS, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
AND AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

ARTICLE I - NAME

The name of the Limited Liability Company is:

WIENER CYPRESS, LLC

ARTICLE II - ADDRESS

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

Frederick K. Mehlman
c/o J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, NY 10543

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 the Members and the name and address of the Managing Member is:

Wiener Realty Corporation,
a New York corporation
c/o J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, NY 10543

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 unanimous consent of all of the Members, additional Members may be admitted.

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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 the heirs, beneficiaries and/or personal representative, executor or trustee of the Member's estate who may continue the membership of a deceased Member.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of WIENER CYPRESS, LLC certifies:

1. The above named Limited Liability Company has at least one (1) Member.
2. The total amount of cash contributed by the Member is \$824,000.00.
3. If any, the agreed value of the property other than cash contributed by the Member is: N/A
4. The total amount of cash and property contributed and anticipated to be contributed by the Member is \$824,000.00

WIENER REALTY CORPORATION,
a New York corporation, Managing Member

By: *Frederick K. Mehlman*
FREDERICK K. MEHLMAN, President

(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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

WIENER CYPRESS, LLC

2. The name and the Florida street address of the Registered Agent are:

Ross H. Manella, Esq.
Ross H. Manella, P.A.
Weston Corporate Centre
2500 Weston Road
Suite 220
Weston, Florida 33331

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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.



ROSS H. MANELLA, ESQ.,
Registered Agent

Dated: January 27, 1999