

Division of Corporations

L99000000718

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LIMITED LIABILITY COMPANY

Catalina Investors, LLC

SECRETARY OF STATE
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Availability	dec
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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

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**ARTICLES OF ORGANIZATION
OF
CATALINA INVESTORS LLC,
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.** The name of the Limited Liability Company is CATALINA INVESTORS LLC (the "Company").
2. **PERIOD OF DURATION.** The period of duration of the Company shall be perpetual.
3. **PURPOSE.** The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. **MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE.** The street address of the principal office and mailing address of the Company is c/o The Catalina Hotel, 1732 Collins Avenue, Miami Beach, Florida 33139.
5. **REGISTERED AGENT.** The name and address of the initial registered agent for the Company is: David Beit-Halachmi, c/o The Catalina Hotel, 1732 Collins Avenue, Miami Beach, Florida 33139.
6. **ADDITIONAL MEMBERS.** Members may admit additional members upon the unanimous consent of the then existing members.
7. **CONTINUITY OF BUSINESS.** The Company shall not be dissolved 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 in the Company.

Prepared by: Thomas O. Katz, Esq., FL Bar # 355836
Ruden, McClosky, et al, P.O. Box 1900
Ft. Lauderdale, FL 33301
Phone: 954-764-6660 Fax: 954-764-4996

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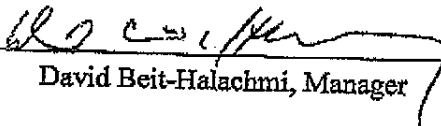
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8. MANAGEMENT. The Company shall be managed its manager, and his name and address is:

<u>Name</u>	<u>Address</u>
David Beit-Halachmi	c/o The Catalina Hotel 1732 Collins Avenue Miami Beach, Florida 33139

The undersigned has executed these Articles of Organization on the 27th day of January, 1999.

By: 
David Beit-Halachmi, Manager

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Prepared by: Thomas O. Katz, Esq., FL Bar # 355836
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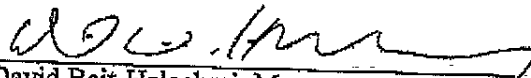
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative and member of CATALINA INVESTORS LLC deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$600,000.
3. No property other than cash is being contributed by the members.
4. The total amount of anticipated additional contributions by the members is \$950,000.


 David Beit-Halachmi, Manager

(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.)

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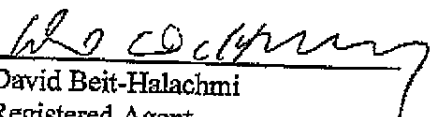
CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

- 1. The name of the limited liability company is: CATALINA INVESTORS LLC.
- 2. The name and address of the registered agent and office is:

David Beit-Halachmi
 c/o The Catalina Hotel
 1732 Collins Avenue
 Miami Beach, Florida 33139

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 its 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.


 David Beit-Halachmi
 Registered Agent

1/29/99
 (Date)

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