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AUTHORIZATION :

Patricia Pizito

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CUSTOMER NO: 7139083

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CUSTOMER: Linda Larrea, Esq
LARREA & ORTEGA
LARREA & ORTEGA
Suite 111
2300 Coral Way
Miami, FL 33145

DOMESTIC FILING

NAME: CARDEL-TAMPA OAKS, L.C.

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: James Guy

EXAMINER'S INITIALS: _____

L99-824

Name Availability	<i>OK 2-12</i>
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Acknowledged Sent	<i>OK</i>
W. P. Verity	<i>OK</i>

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DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the limited liability company is: CARDEL-TAMPA OAKS, L.C..

ARTICLE II - Address:

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

3255 NW 87th Avenue
Miami, Florida 33172.

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:

Name

Address

GP Holdings, Inc., a Florida corporation

7415 NW 7th Street
Miami, Florida 33126

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 the unanimous consent of the then existing members.

Prepared by: David S. Felman, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 350419

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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 upon the unanimous consent of the remaining members.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Cardel-Tampa Oaks, L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$1,553,750.00
- 3) the agreed value of property, a vacant parcel of land located in Miami-Dade County, Florida, other than cash contributed by member(s) is: \$1,196,250.00;
- 4) the total amount of cash and property contributed and anticipated to be contributed by the member(s) is \$2,750,000.00.

Signature of a member or an authorized representative of a member.
(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.)

Carlos J. Rodriguez

Typed or printed name of signee

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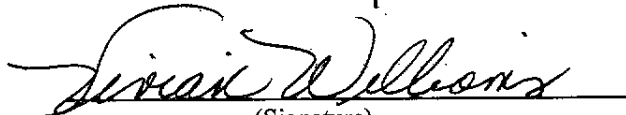
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or SECTION 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: CARDEL-TAMPA OAKS, L.C..
2. The name and the Florida street address of the registered agent and office are:

Dade Corporate Services, Inc.
2300 Coral Way
Suite 103
Miami, Florida 33145

Having been named 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.


(Signature)

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