



THE UNITED STATES  
CORPORATION  
COMPANY

# L99000000878

ACCOUNT NO. : 072100000032

REFERENCE : 135628 8690A

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 285.000

ORDER DATE : February 16, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 135628-005

CUSTOMER NO: 8690A

CUSTOMER: Mr. Anthony Varrone  
BEDZOW KORN BROWN WOLFE &  
BEDZOW KORN BROWN WOLFE &  
Suite 200  
20803 Biscayne Boulevard  
Aventura, FL 33180

800002777218-17

DOMESTIC FILING

NAME: DORAL REALTY ASSOCIATES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 16 PM 10:17  
2:52

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 16 PM 3:52  
99 FEB 16 AM 11:43  
2/16/99

# BEDZOW, KORN, BROWN, LIPTON, MILLER & ZEMEL, P.A.

ATTORNEYS AT LAW

SUITE 200

20803 BISCAYNE BOULEVARD

AVENTURA, FLORIDA 33180

TELEPHONE (305) 935-6888

MICHAEL BEDZOW ,  
GARY A. KORN  
GARY L. BROWN  
PAUL R. LIPTON ,  
ROBERT B. MILLER  
FRANKLIN L. ZEMEL  
MICHELE A. MARACINI  
JENNIFER LEVIN  
JACQUELINE SCHNEIDER  
TERI L. DI GIULIAN  
SCOTT A. LEVINE  
ROBIN I. WILLNER ,  
OSCAR GRISALES-RACINI ,  
N. FRASER SCHUH, III  
SHAWN D. ARBEITER

REPLY TO:

P.O. Box 8020  
HALLANDALE, FLORIDA 33008

OUTSIDE DADE (800) 935-6889

TELECOPIERS:

MAIN (305) 936-9502

REAL ESTATE (305) 932-6043

LITIGATION (305) 936-2795

- 1 Also Admitted in Province of Québec
- 2 Also Admitted in New York
- 3 Also Admitted in Colorado
- 4 Also Admitted in Colombia, S.A.

February 15, 1999

**Via Hand-Delivery**

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **Doral Realty Associates, L.C., a Florida limited liability company (the "Company")**  
**Our File No. 5216.0004**

To Whom It May Concern:

Enclosed herein for filing, please find the following documentation with respect to the Company:

1. Originally executed Articles of Organization dated February 12, 1999, together with the Designation of Registered Agent and Affidavit of Capital Contributions (the "Articles of Organization").

Please process the Articles of Organization and send the filed documents to my attention.

Thank you for your cooperation.

Very truly yours,

  
Anthony V. Varrone  
Transactional Paralegal  
For the Firm

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 16 PM 3:52

**ARTICLES OF ORGANIZATION  
OF  
DORAL REALTY ASSOCIATES, L.C.**

THE UNDERSIGNED, initial member of Doral Realty Associates, L.C., a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is: Doral Realty Associates, L.C.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

7333 Coral Way  
Miami, Florida 33155

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of the principal office of the Company is:

7333 Coral Way  
Miami, Florida 33155

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

GARY L. BROWN, ESQ.  
BEDZOW, KORN, BROWN, LIPTON, MILLER, & ZEMEL, P.A.  
20803 Biscayne Boulevard  
Suite 200  
Aventura, Florida 33180  
(305) 935-6888

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

FILED STATE  
DIVISION OF CORPORATIONS  
99 FEB 9 6 PM 3:52

FILED STATE  
SECRETARY OF CORPORATIONS  
19 FEB 16 PM 3:55

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

**ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members, elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains one (1) member of the Company.

**ARTICLE IX. MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of members or until its successors are elected and qualify.

Initial Manager: N.W. 52<sup>ND</sup> STREET CORP., a Florida corporation  
Address: 7333 Coral Way  
Miami, Florida 33155

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

**ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT**

Pursuant to Section 608.423 (1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned as an officer of the initial member has executed the foregoing Articles of Organization as of this 12th day of February, 1999.

INITIAL MEMBER:

N.W. 52<sup>ND</sup> STREET CORP., a Florida corporation

By: 

Name: Anthony David

Title: President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 16 PM 3:52

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability  
Company Act:

Having been appointed as registered agent of Doral Realty Associates, L.C.,  
a Florida limited liability company in its Articles of Organization, at the place  
designated in such Articles of Organization, the undersigned hereby agrees  
to act in this capacity and affirms that it is familiar with, and accepts, the  
obligations of such position.

Dated: February 12, 1999.

By: 

GARY L. BROWN, ESQ.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 16 PM 3:52

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer of the initial member of Doral Realty Associates, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one (1) member.
2. As of the date hereof, the amount of capital contributions to the Company made by the member is as follows:

\$10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$1,000.00 = N.W. 52<sup>ND</sup> STREET CORP., a Florida corporation

4. There have been no contributions to the Company made by the members other than cash contributions or contribution of promissory notes.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury, the undersigned, as an officer of the initial member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: FEBRUARY 12<sup>th</sup>, 1999.

INITIAL MEMBER:

N.W. 52<sup>ND</sup> STREET CORP., a Florida corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

FILED  
DIVISION OF CORPORATIONS  
99 FEB 16 PM 3:52