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REFERENCE : 140812 6922A

AUTHORIZATION :

Patricia Kigute

COST LIMIT : \$ 285.00

ORDER DATE : February 19, 1999

ORDER TIME : 11:0 AM

ORDER NO. : 140812-005

CUSTOMER NO: 6922A

CUSTOMER: Ms. Mary L. Wright
WEINER, MORICI & ARONSON, P.A.
WEINER, MORICI & ARONSON, P.A.
102 North Swinton Avenue

Delray Beach, FL 33444-2614

DOMESTIC FILING

NAME: WASHINGTON AVENUE RESIDENCES,
L.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: Angie Glisar

EXAMINER'S INITIALS:

NOTIFICATION OF FILING

11 FEB 19 PM 12:11

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 19, 1999

ANGIE GLISAR
CSC

SUBJECT: WASHINGTON AVENUE RESIDENCES, L.L.C.
Ref. Number: W99000004269

We have received your document for WASHINGTON AVENUE RESIDENCES, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 999A00007699

RESUBMIT

Please give original
submission date as file date.

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ARTICLES OF ORGANIZATION
OF
WASHINGTON AVENUE RESIDENCES, L.L.C.

THE UNDERSIGNED hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be WASHINGTON AVENUE RESIDENCES, L.L.C., and its principal place of business shall be in the City of Miami Beach, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth

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to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, associations, or corporation carrying on any kind of business or a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers therein set forth, either alone or in association with others incidental or

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99 FEB 9 PM 4:18

pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the state of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. If more than one member, members will make contributions in equal shares.

ARTICLE IV

PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the

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expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits each calendar quarter. The distributive share of the profits shall be determined and paid to the members within forty-five (45) days after the end of each quarter.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article may be amended from time to time by the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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ARTICLE VI

DURATION

This limited liability company shall exist until December 31, 2050, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 1674 Meridian Avenue, Suite 408, Miami Beach, Florida 33134, and the mailing address shall be the same.

ARTICLE VIII

MANAGEMENT

Management of this limited liability company is reserved to its members, and the name and address of the General Managing Member is as follows: Joseph Solovey, 10922 NW 18th Place, Plantation, Florida 33322.

ARTICLE IX

INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The address of the initial registered office of the limited liability company is 102 N. Swinton Avenue, City of Delray Beach, County of Palm Beach, State of Florida, and the name of its initial registered agent at such address is Michael S. Weiner.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise

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99 FEB 19 PM 4:18

transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of WASHINGTON AVENUE RESIDENCES, L.L.C.

Executed by the undersigned at Plantation, Florida on February 19, 1999.


JOSEPH SOLOVEY


DOV DUNAEVSKY

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of WASHINGTON AVENUE RESIDENCES, L.L.C., depose and say:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by each member is \$1,000.00.
3. No property other than cash has been contributed.
4. The total amount of cash or property anticipated to be contributed by members is \$2,000.00. This total includes amounts from 2 and 3 above.



JOSEPH SOLOVEY


DOV DUNAEVSKY

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

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Acknowledged before me this 18 day of FEBRUARY, 1999 by JOSEPH SOLOVEY and DOV DUNAEVSKY.


Notary Public

Printed Signature of Notary

My Commission Expires:

Personally Known X Produced Identification _____
Type of Identification _____



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

1. The name of the limited liability company is:

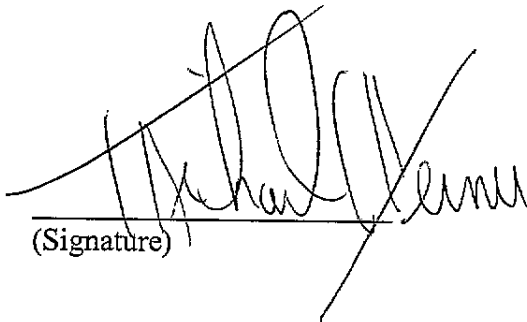
WASHINGTON AVENUE RESIDENCES, L.L.C.

2. The name and address of the registered agent and office is:

Michael S. Weiner
102 North Swinton Avenue
Delray Beach, FL 33444

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99 FEB 19 PM 4:18

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.


(Signature)

2/12/99
(Date)