



99000001055

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REFERENCE : 147219 4725791

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 337.50

ORDER DATE : February 24, 1999

ORDER TIME : 4:04 PM

ORDER NO. : 147219-005

CUSTOMER NO: 4725791

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CUSTOMER: Ms. Lusie E. Richards
THOMSON MURARO RAZOOK & HART,
THOMSON MURARO RAZOOK & HART,
1700 Sun Trust Building
One Southeast Third Avenue
Miami, FL 33131-2363

DOMESTIC FILING

NAME: ARCHABELLE PROPERTIES L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

L99-1055

Name	AL 2-25
Availability	AL
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Model or Verifier	AL
Acknowledgment	AL
W. P. Verifier	AL

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99 FEB 24 PM 5:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

ARCHABELLE PROPERTIES L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files these Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is ARCHABELLE PROPERTIES L.C. ("Company").

ARTICLE II - PURPOSES AND POWERS

The Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State and shall have perpetual existence.

ARTICLE IV - ADDRESS

The mailing address and street address of the principal office of the Company in Florida is 1627 Brickell Avenue, #1001, Miami, Florida 33129.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Simon Karam, 1627 Brickell Avenue, #1001, Miami, Florida 33129.

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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company approve of the proposed transfer.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

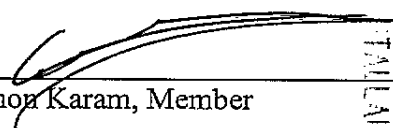
The Company shall be dissolved in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company unless a majority in interest of the members consent to continue the business of the Company.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the initial managers of the Company are:

NAME	ADDRESS
Simon Karam	1627 Brickell Avenue, #1001 Miami, Florida 33129
Antoine Karam	1627 Brickell Avenue, #1001 Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami-Dade, Florida, for the foregoing uses and purposes this 23 day of February 1999.


Simon Karam, Member


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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND 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 AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is ARCHABELLE PROPERTIES L.C.
2. The name and address of the initial registered agent and office is Simon Karam, 1627 Brickell Avenue, #1001, Miami, Florida 33129.

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.



Simon Karam

Date: 02/23/99

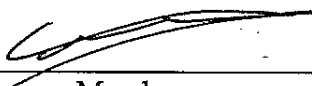
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**AFFIDAVIT
OF
MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of ARCHABELLE PROPERTIES L.C., a Florida limited liability company (the "Company") certifies as follows:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$1,000.
3. No property was contributed to the Company.
4. The total amount of cash and property contributed and anticipated to be contributed by members is \$1,000.

In accordance with section 608.408(3), Florida Statutes, I declare that I have read the foregoing and that the facts stated herein are true.



Simon Karam, Member

Date: 02/23/99

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