



THE UNITED STATES  
CORPORATION  
COMPANY

L99000001240

ACCOUNT NO. : 072100000032

REFERENCE : 156607 9029A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 337.50

ORDER DATE : March 4, 1999

ORDER TIME : 1:38 PM

ORDER NO. : 156607-005

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CUSTOMER NO: 9029A

CUSTOMER: Steve Weinberg, Esq  
FRANK EFFMAN WEINBERG & BLACK,  
FRANK EFFMAN WEINBERG & BLACK,  
Second Floor  
8000 Peters Road  
Plantation, FL 33324

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DOMESTIC FILING

NAME: KEYS RESIDENTIAL PROPERTIES,  
L.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: \_\_\_\_\_

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*3/4/99*

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ARTICLES OF ORGANIZATION OF  
KEYS RESIDENTIAL PROPERTIES, L.L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company ("LLC") under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the Limited Liability Company is: KEYS RESIDENTIAL PROPERTIES, L.L.C.

ARTICLE II  
DURATION AND COMMENCEMENT OF EXISTENCE

The existence of the Limited Liability Company shall commence upon the date of execution hereof and shall continue until December 31, 2049 unless terminated earlier pursuant to the Florida Limited Liability Company Act or extended by amendment of these Articles of Organization by the Members.

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ARTICLE III  
PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal address and the mailing address of the Limited Liability Company's principal office is: 8000 Peters Road, Plantation, Florida 33324.

ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is: STEVEN A. WEINBERG, ESQUIRE. The street address of the initial registered office of the Limited Liability Company in the State of Florida is: 8000 Peters Road, Plantation, Florida 33324

ARTICLE VI  
ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing Members.

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ARTICLE VII  
DISSOLUTION; WINDING UP; LIQUIDATION

A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Death, insanity, bankruptcy, resignation, retirement or expulsion of any Member.
2. Dissolution of any Member who is an entity.
3. Majority Vote of the Members.
4. When the term of the Limited Liability Company expires.
5. When the Limited Liability Company has fewer than two (2) Members.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any one or more Member (representing at least a majority of the interests in the Limited Liability Company) to the remaining Members within thirty (30) days after dissolution as described in subsection A. of this Article.

ARTICLE VIII  
MANAGEMENT

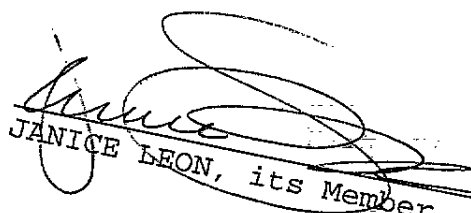
The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

WJL Financial Group, Inc.  
8000 Peters Road  
Plantation, Florida 33324

898501

Andrew Viedrah  
8000 Peters Road  
Plantation, Florida 33324

IN WITNESS WHEREOF, the undersigned subscribing Member has executed these Articles of Organization effective this 3rd day of March, 1999.

  
JANICE LEON, its Member

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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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: KEYS RESIDENTIAL PROPERTIES, L.L.C.

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

STEVEN A. WEINBERG, ESQUIRE  
8000 Peters Road, Second Floor  
Plantation, Florida 33324

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.

  
Steven A. Weinberg

STEVEN A. WEINBERG

03-03-99

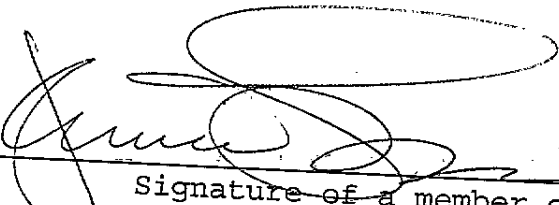
(Date)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

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The undersigned member or authorized representative of a member of **KEYS RESIDENTIAL PROPERTIES, L.L.C.** deposes and says:

- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contributed by the member(s) is \$1,000.00.
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00. This total includes amounts from 2 and 3 above.



Signature of a member or  
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.)