

L99000001969



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REFERENCE : 196791 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 7, 1999

ORDER TIME : 11:59 PM

ORDER NO. : 196791-005

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq
BREIER AND SEIF, P.A.
BREIER AND SEIF, P.A.
Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SSN HOLDING, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	XX	CERTIFIED COPY
Availability	XX	PLAIN STAMPED COPY
	XX	CERTIFICATE OF GOOD STANDING
Document		
Examiner	CONTACT PERSON: Tamara Odom	
Updater		
Updater		
Verifier		
Acknowledgement	DCC	
W. P. Verifier	DCC	

EXAMINER'S INITIALS: _____

L99000001969

ARTICLES OF ORGANIZATION OF A
FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of the Company is:

SSN HOLDING, L.L.C.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33135.

ARTICLE III - DURATION

This Company is to exist perpetually.

ARTICLE IV - MANAGEMENT

The management of the Company shall be vested in its manager which shall consist of one (1) individual duly elected by the Members in the manner set forth in

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the Regulations and Operating Agreement of the Company. The name and address of the initial manager who is to serve as manager until the first annual meeting of the Members or until their successor shall have been duly elected and qualified as set forth in the Regulations and Operating Agreement of the Company is as follows:

<u>Name</u>	<u>Address</u>
STEPHEN S. NUEL	782 N.W. 42nd Avenue Suite 345 Miami, Florida 33126

ARTICLE V - ADDITIONAL MEMBERS

Additional Members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the Company, which consent may be unreasonably withheld.

ARTICLE VI - RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

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, the business of the Company shall not be continued and the Company shall be dissolved unless all of the remaining Members of the Company unanimously agree to continue the business of the Company as set forth in the Regulations and Operating Agreement of the Company.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is ALISON P. HERMAN. The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

ARTICLE VIII - REGULATIONS AND OPERATING AGREEMENT

The regulation and management of the affairs of the Company shall be governed by the Regulations and Operating Agreement of the Company. The power to adopt, alter, amend or repeal the Regulations and Operating Agreement of the Company shall be vested in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

ARTICLE IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

ARTICLE X - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of SSN HOLDING, L.L.C. certifies:

1. That SSN HOLDING, L.L.C. has at least one Member.
2. The amount of cash contributed by the Members is \$1000.00.

3. No property has been contributed to SSN HOLDING, L.L.C.
4. It is anticipated at this time that Five Hundred Thousand (\$500,000.00) Dollars shall be contributed to SSN HOLDING, L.L.C., by the Members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 4th day of April, 1999.

By: 
STEPHEN S. NUEL, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of the Affidavit (Article X) constitutes an affirmation under the penalty of perjury that the facts stated therein are true.)

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of SSN HOLDING, L.L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of SSN HOLDING, L.L.C.

Date: April 6, 1999

Alison P. Herman
ALISON P. HERMAN, Initial Registered Agent

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