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LIMITED LIABILITY COMPANY

HALLANDALE FOOD COURT, L.C.

Certificate of Status	0
Certified Copy	1
Page Count	06
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 13, 1999

NORMAN LEOPOLD, ESQUIRE
LEOPOLD & LEOPOLD, P.A.
20801 BISCAYNE BLVD., #501
AVENTURA, FL 33180SUBJECT: HALLANDALE FOOD COURT, L.C.
REF: W99000008694

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet

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Cathy A Mitchell
Corporate SpecialistFAX Aud. #: H99000008613
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ARTICLES OF ORGANIZATION
OF
HALLANDALE FOOD COURT, L.C.

PREAMBLE

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

ARTICLE I
NAME

The name of this Limited Liability Company is: HALLANDALE FOOD COURT, L.C.

ARTICLE II
DURATION - DISSOLUTION

The Company shall commence on the date of the filing of these Articles of Organization with the Florida Department of State and shall continue until the first to occur: (1) December 31, 2026; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon written consent of a majority of the remaining Members.

ARTICLE III
PURPOSE

The purpose and business of the Company shall be to acquire, manage, lease, rent, operate and sell real property in Broward County, Florida. In addition to the foregoing, the Company may engage in any activity permitted under the laws of the State of Florida.

ARTICLE IV
ADDRESS OF OFFICE AND AGENT

4.1 Place of Business. The principal business address and mailing address of the Company is 1150 E. Hallandale Beach Boulevard, Suite B, Hallandale, Florida 33009, or such other place or places as the Members may designate from time to time.

4.2 Registered Agent. The initial Registered Agent of the Company is Robert S. Lechter, 1150 E. Hallandale Beach Boulevard, Suite B, Hallandale, Florida 33009.

PREPARED BY:
Norman Leopold, Esquire
Leopold & Leopold, P.A.
20801 Biscayne Blvd., #501
Aventura, FL 33180
Telephone: (305) 935-3500
Florida Bar No. 163308

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ARTICLE V
MEMBERSHIP

5.1 Election. Membership shall be limited to a maximum of twenty (25) members. New Members may be admitted only upon the unanimous written consent of the Initial Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other terms and conditions as shall be determined by all Members.

5.2 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

5.3 Limited Liability. No Member or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.4 Indemnification. The Company shall indemnify any present or former Member, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

ARTICLE VI
CAPITAL

6.1 Initial Capital. The initial capital of the Company shall be Fifty Thousand and No/100 (\$50,000.00) Dollars contributed by the initial Members as may be agreed among themselves. A Member's ownership in the Company shall be referenced to as a "Interest" or "Participation".

6.2 Additional Capital. Additional contributions to the capital of the Company shall be made upon an "as needed" basis as determined by the Members, and shall be made by a majority vote of the Members' Participation or as may otherwise be agreed by an affirmative majority vote of Membership Participation among them.

ARTICLE VII
DISTRIBUTIONS

Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that Members' participation as may be adjusted from time to time by reason of additional investments, as may be agreed in the Regulations of the Company, or as otherwise agreed among the Members.

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ARTICLE VIII
ASSETS

8.1 Title. Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

8.2 Conveyance. Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

ARTICLE IX
MANAGEMENT

9.1 Powers. The management of the Company shall be vested in one or more Managers as set forth in these Articles of Organization and the Regulations of the Company.

9.2 Agent or Manager. Members may appoint one or more individuals or entities as limited agents or managers to facilitate the business of the Company. Such agents or managers shall act pursuant to specific revocable written instruction of limited duration. The name and address of the initial Manager of the Company shall be Robert S. Lechter, located at 1150 E. Hallandale Beach Boulevard, Suite B, Hallandale, Florida 33009. The initial Manager shall serve until the first annual meeting of the Members or until his successors are elected and qualify.

ARTICLE X
REGULATIONS

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members.

ARTICLE XI
AMENDMENT

These Articles of Organization, except with respect to the vested rights of the Members which shall require unanimous vote, may be amended at any time by vote of a two-thirds (2/3) affirmative vote of the Member Participation. These Articles of Organization shall be amended when:

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- (1) there is a change in the name of the Company or in the amount or character of the contributions to capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement among them.

Any amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall also be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

ARTICLE XII NOTICE

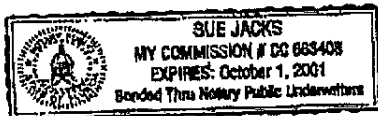
All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

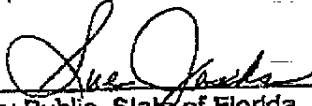
IN WITNESS WHEREOF the undersigned, as Organizers hereby execute these Articles of Organization this 12th day of April, 1999.


Robert S. Lechter, Organizer

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 12th day of April, 1999 by Robert S. Lechter, who is personally known to me or has produced _____ as Identification.




Notary Public, State of Florida

Sue Jacks
(Printed Name of Notary Public)
Notary Public State of Florida
My Commission Expires:

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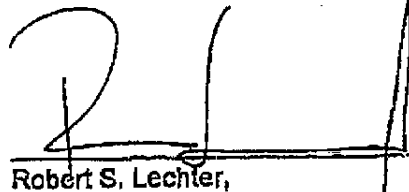
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**HALLANDALE FOOD COURT, L.C.
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

The undersigned having been named Registered Agent to accept service of process for the above stated HALLANDALE FOOD COURT, L.C. at the place designated in this Certificate, the undersigned, Robert S. Lechter does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATED: April 12, 1999.


Robert S. Lechter,
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED members, Robert S. Lechter and Lorena Lechter, as tenants by the entireties, or authorized representative of a member of HALLANDALE FOOD COURT, L.C. deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$ 50,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 50,000.00. This total includes amounts from 2 and 3 above.

Robert S. Lechter

Lorena Lechter

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 12th day of April, 1999, by Robert S. Lechter and Lorena Lechter, his wife, who are personally known to me or [] produced _____ as identification.

Sue Jacks
Notary Public, State of Florida

My commission expires:

Sue Jacks
Print name of notary public



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