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## LIMITED LIABILITY COMPANY

Prime Garage L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 14, 1999

BRIAN TAGUE, P.A.  
201 S. BISCAYNE BLVD., SUITE 2600  
MIAMI, FL 33131

SUBJECT: PRIME GARAGE L.L.C.  
REF: W99000008821

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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.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

FAX Aud. #: H99000008719  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION**

**FOR**

**PRIME GARAGE L.L.C.**

**ARTICLE I. - NAME:**

The name of this Limited Liability Company ("Company") shall be:

**PRIME GARAGE L.L.C.**

**ARTICLE II. - ADDRESS**

The mailing address and street address of the principal office of the Company is:  
c/o QPF Management, Inc., 1680 Meridian Avenue, Suite 420, Miami Beach, Florida 33139.

**ARTICLE III. - DURATION**

The period of duration for the Company shall be perpetual unless dissolved according to law.

**ARTICLE IV. - MANAGEMENT**

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

QPF Management, Inc.  
1680 Meridian Avenue, Suite 420  
Miami Beach, Florida 33139

**ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

Brian Tague, P.A.  
Tew Cardenas Rebak Kellogg Lehman  
DeMarle & Tague, L.L.P.  
201 S. Biscayne Blvd., Suite 2600  
Miami, Florida 33131  
Florida Bar No. 152797

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ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Prime Garage L.L.C. certifies that:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member is \$ 200.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 900,000.00  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 900,200.00

  
Signature of a member or an 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.)

QPE Management, Inc., its Manager, By Jacob I. Sopher, its President  
Typed or printed name of signer

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IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE  
ARTICLES OF ORGANIZATION AS OF THE 13<sup>th</sup> DAY OF APRIL, 1999

QPF MANAGEMENT, INC., a Florida corporation,  
its Manager

By: \_\_\_\_\_

Name: JACOB I. SOPHER

Title: PRESIDENT

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COUNTY OF MIAMI-DADE )

Before me personally appeared Jacob I. Sopher, as the President of QPF Management, Inc., a Florida corporation, the Manager of the Company, known to me to be the persons who executed the foregoing articles of organization or who produced a driver's license as identification.

In witness whereof, I have hereunto set my hand and seal on this 15<sup>th</sup> day of April, 1999.

*Jane M. Cicione*  
Notary Public, State of Florida at Large

My commission expires:



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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PRIME GARAGE L.L.C.
2. The name and the Florida street address of the registered agent are:

**BRIAN TAGUE, P.A.**  
NAME

**c/o TEW CARDENAS, ET AL.**  
**201 S. Biscayne Boulevard, 26th Floor**  
Florida street address (P.O. BOX NOT ACCEPTABLE)

**Miami, Florida 33131**  
CITY, STATE AND ZIP

*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

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**EXHIBIT "A"**  
**Legal Description**

Lot 2 (less the North 45 feet) and all of Lots 3, 4, 5, 6 and 7, in Block 1, of RICKMEERS  
ADDITION, as recorded in Plat Book 3, at Page 2, of the Public Records of Miami-Dade  
County, Florida.

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