

L99000002286

Florida Department of State
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Account Name : TEW & BEASLEY, L.L.P.
Account Number : 073674003226
Phone : (305) 536-1112
Fax Number : (305) 536-1116

LIMITED LIABILITY COMPANY

Eagle Garage L.L.C.

Certificate of Status	1
Certified Copy	1
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TALLAHASSEE, FLORIDA
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FROM-TEW CARDENAS REBAK

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 22, 1999

BRIAN TOGUE, P.A.
TEW CARDENNAS REBAK KELLOG LEHMAN ET AL
201 S. BISCAYNE BLVD., SUITE 2600
MIAMI, FL 33131

SUBJECT: EAGLE GARAGE L.L.C.
REF: W99000009554

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.

The registered agent designated must be an active Florida corporation or a foreign corporation authorized to transact business in Florida. Please correct the document.

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

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ARTICLES OF ORGANIZATION

FOR

EAGLE GARAGE L.L.C.

ARTICLE I - NAME:

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

EAGLE 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.

Thomas R. Lehman, P.R.
Taw Cardenas Rebak Kellogg Lehman
DeMarle & Tague, L.L.P.
201 S. Biscayne Blvd., Suite 2600
Miami, Florida 33131
Florida Bar No. 351318

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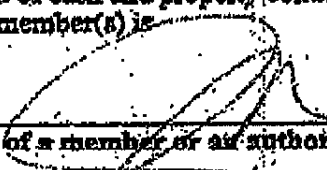
ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

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 Eagle 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 \$ 0
(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 \$ 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.)

By: OFF Management, Inc., its Manager, By: Jacob I. Sopher, its President
Typed or printed name of signee

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IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE
ARTICLES OF ORGANIZATION AS OF THE ____ DAY OF APRIL, 1999

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

By: _____

Name: JACOB L. SOPHER

Title: PRESIDENT

STATE OF NEW YORK)

COUNTY OF New York)

The forgoing instrument was acknowledged before me this 21st day of April, 1999 by
Jacob L. Sopher, as the President of QPF Management, Inc., a Florida corporation, on behalf of
said company. He is personally known to me or has produced a driver's license as identification
and he did not take an oath.

Gary R. Marrell

Notary Public, State of Florida at Large New York

My commission expires:

GARY R. MARRELL
Notary Public, State of New York
No. 414691583
Qualified in Nassau County 99
Commission Expires July 31, 19 99

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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.

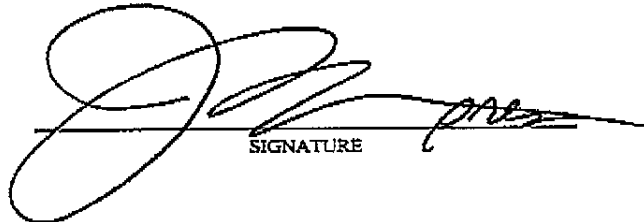
1. The name of the limited liability company is: EAGLE GARAGE L.L.C.
2. The name and the Florida street address of the registered agent are:

THOMAS R. LEHMAN, 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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