

L99000002317



ACCOUNT NO. : 072100000032

REFERENCE : 216744 83838A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 23, 1999

ORDER TIME : 4:23 PM

ORDER NO. : 216744-005

CUSTOMER NO: 83838A

CUSTOMER: Ms. Rosemary Cohen
SHAPIRO & DECTOR, P.A.
SHAPIRO & DECTOR, P.A.
Suite 200
7777 Glades Road
Boca Raton, FL 33434

FILED
99 APR 23 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002850853-6
-04/26/99-01008-016
****285.00 ****285.00

DOMESTIC FILING

NAME: WINTER GARDEN/TRI-CITY L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	4/26/99
Availability	XX
Document	CERTIFIED COPY
Examiner	PLAIN STAMPED COPY
Updater	CERTIFICATE OF GOOD STANDING
Verifier	DOC
Acknowledgement	DOC
W. P. Verifier	DOC

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

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ARTICLE I - Name

The name of the Limited Liability Company is: **WINTER GARDEN/TRI-CITY
L.L.C.**

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: 211 Broadway Avenue, Lynbrook, New York 11563.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be: perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

JUDE WIENER
211 Broadway ~~avenue~~ Suite 302
Lynbrook, NY 11563

DANIEL WIENER
211 Broadway ~~avenue~~ Suite 302
Lynbrook, NY 11563

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 21 day of April, 1999.



DANIEL WIENER, Member

STATE OF New York,
COUNTY OF Nassau) SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DANIEL WIENER, known to me to be the person who executed the foregoing Articles of Organization, who is personally known to me or provided _____ as proof of identification, and he swore before me that he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of April, 1999.

Jeanette Rosenberg
NOTARY PUBLIC, STATE OF N.Y.

My Commission Expires:

July 18-2000

JEANETTE ROSENBERG
Notary Public, State of New York
No. 4924569
Qualified in Nassau County
Commission Expires July 18, 2000

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized member of WINTER GARDEN/IRL CITY
L.L.C. deposes and says:

- 1) The above named limited liability company has at least one (1) member.
- 2) The total amount of cash contributed by the members is \$0.00.
- 3) If any, the agreed value of property of property other than cash contributed by member(s) is \$3,050,000.00. A description of the property is attached and made a part hereto.
- 4) The amount of cash or property anticipated to be contributed by member(s) is \$3,050,000.00. This total includes amounts from 2 and 3 above.


 DANIEL WIENER

STATE OF New York)
) SS:
 COUNTY OF Nassau)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DANIEL WIENER, known to me to be the person who executed the foregoing Affidavit of Membership and Contributions, who is personally known to me or provided _____ as proof of identification, and he took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of April, 1999.

My Commission Expires:

July 18, 2000


 NOTARY PUBLIC, STATE OF N.Y.

JEANETTE ROSENBERG
 Notary Public, State of New York
 No. 4924569
 Qualified in Nassau County
 Commission Expires July 18, 2000

**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 IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the limited liability company is: WINTER GARDEN/TRI-CITY
L.L.C.

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

Michael B. Shapiro
7777 Glades Road, Suite 200
Boca Raton, FL 33434

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.


MICHAEL B. SHAPIRO

Date: April 21, 1999

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EXHIBIT "A"**Description of Property**

Commence at the Southwest corner of the Southeast Quarter of Section 23, Township 22 South, Range 27 East, Orange County, Florida; thence North 00°12'05" East along the West line of said Southeast Quarter 75.0 feet; thence South 89°53'29" East 40.0 feet to the POINT OF INTERSECTION of the North right of way line for State Road No. 50 and the East right of way line for Dillard Street; thence North 00°12'05" East along said East right of way line 180.0 feet for a POINT OF BEGINNING; thence continue North 00°12'05" East 420.0 feet; thence South 89°53'29" East 600.0 feet; thence South 00°12'05" West 600.0 feet to the said North right of way line for State Road No. 50; thence North 89°53'29" West along said North right of way line 450.0 feet; thence North 00°12'05" East 180.0 feet; thence North 89°53'29" West 150.0 feet to the POINT OF BEGINNING.

Street Address of Property: 1029-1035 South Dillard Street, Winter Garden, FL

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