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INVESTMENT CORPORATION OF AMERICA

P. O. BOX 43 - 2810

MIAMI, FLORIDA 33243-2810

6129 S. W. 70TH STREET

FAX (305) 661-0155

TELEPHONE (305) 661-5058

FREDRIC B. BURNS, PRESIDENT

April 20, 1999

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Secretary of State
Division of Corporations
Post office Box 6327
Tallahassee, FL 32314

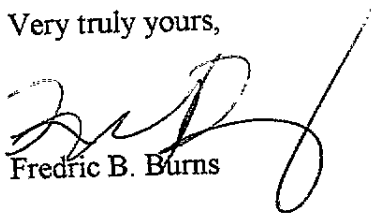
Re: 27 West L.C. Articles of Organization

To Whom It May Concern:

Enclosed herein please find check #1007 in the amount of \$337.50, \$285.00 for the filing fee for the above captioned limited liability corporation and \$52.50 for a certified copy to be returned to the undersigned.

Thank you.

Very truly yours,


Fredric B. Burns

Enclosures

FBB:evp

Name
Availability
Document Examiner
Updater
Updater Verifier
Acknowledgement
W. P. Verifier

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**ARTICLES OF ORGANIZATION
OF
27 WEST, L. C.**

The undersigned certifies that the members have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Company.

1. NAME AND PRINCIPAL PLACE OF BUSINESS

- 1.1. The name of the limited liability company shall be **27 West, L. C.**, its mailing address is **PO Box 43-2810, Miami, Florida 33243**, and its principal office is located at **6129 SW 70th Street, Second Floor, Miami, Florida 33143** but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

2. PURPOSES AND POWERS

- 2.1. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Company is authorized to transact, shall be as follows:
- 2.2. To engage in any activity or business authorized under the Florida Statutes.
- 2.3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- 2.4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Company is authorized to carry on.

pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

- 2.5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- 2.6. To exercise all or any of the Company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- 2.7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
- 2.8. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
- 2.9. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

3. EXERCISE OF POWERS

- 3.1. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of Managing Member of this Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

4. MANAGEMENT

- 4.1. This Company shall be managed by one manager. The name and address of the person who shall serve who is to serve as manager until the first annual meeting of members or until his successor is elected and qualify is as follows: **Fredric B. Burns, 6129 SW 70th Street, Second Floor, Miami, Florida 33143**

5. MEMBERSHIP RESTRICTIONS

- 5.1. Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company.
- 5.2. A member's interest in the Company may not be sold or otherwise transferred except with unanimous written consent of all members.
- 5.3. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

6. CAPITAL CONTRIBUTIONS

- 6.1. Capital contributions in the aggregate amount of \$100 cash shall be paid to the Company by the members in proportion to their ownership interest in the Company. Additional contributions may be made as required for investment purposes, as determined by the Managing Member. Members shall make contributions in proportionate to their ownership interest in the Company as determined by records of the Company

7. PROFITS AND LOSSES

7.1. Members shall share in the profits and losses of the Company in accordance with their respective ownership interest in the Company

8. DURATION

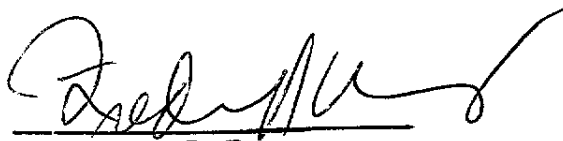
8.1. This Company shall exist until January 15, 2050 or until dissolved in a manner provided by law or as provided in the regulations adopted by the members.

9. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

9.1. The address of the initial registered office of the Company is 6129 SW 70th Street, Second Floor, Miami, Florida 33143 and the name of the company's initial registered agent at that address is Fredric B. Burns


The undersigned, being an original member of the Company, certifies that this instrument constitutes the Articles of Organization of 27 West, L.C.

Executed by the undersigned at Miami Florida on the 20th day of April, 1999


Fredric B. Burns

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

1. Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:
2. The name of the limited liability company is **27 West, L.C.**,
3. The name of the registered agent 27 West, L.C., is **Fredric B. Burns** and the street address of the company's principal office where the agent is located is **6129 SW 70th Street, Second Floor, Miami, Florida 33143.**
4. This statement is to acknowledge that, as indicated above, **27 West, L.C.** has appointed **Fredric B. Burns** as its registered agent to accept service of process for the company at the place designated above in this certificate.


Fredric B. Burns

The undersigned hereby accepts the appointment as registered agent of 27 West L.C. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and the undersigned is familiar with and accepts the obligations of the position as registered agent.


Fredric B. Burns

27 West LC

In compliance with FS § 608.407(2), the undersigned member or authorized representative of a member of 27 West, L.C., deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$25,000.
3. If any, the agreed value of property other than cash contributed by the members is None A description of the property is attached as Exhibit ____ and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by the members is \$100,000 This total includes the amounts from 2 and 3 above.

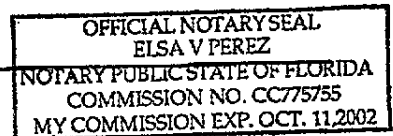

Fredric B. Burns

The foregoing instrument was acknowledged before me this 20th day of April, 1999, by **Fredric B. Burns, as a Member of 27 West, L.C.** who is well known to me or who has produced the following as identification

My Commission expires:


NOTARY PUBLIC

Print Name



27 West LC

The foregoing instrument was sworn to before me this 20th day of April 1999, by **Fredric B. Burns** who is well known to me or who has produced the following as identification

My Commission expires:

Elsa V. Perez
NOTARY PUBLIC

Print Name

