

L99000002355

EDOUARD SICLAIT
2961-B Day Avenue
Miami, Florida 33133

00789-0117-01127-00671

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99 APR 26 PM 4:23

TO:

Name

Registration

Firm/Company:

55 N.W. 59th Street, L.C.

Telefax No:

City:

W49-8816

FROM:

Name:

Subject:

Please file All Four (4)

Comments

Limited Liability Companies

Send Certificate For each of
Them
Thanks

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| Name |
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If you do not receive all of the pages, please call as soon as possible at (305) 444-7484.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 14, 1999

EDOUARD SICLAIT
2961-B DAY AVENUE
MIAMI, FL 33133

SUBJECT: 55 N.W. 59TH STREET, L.C.
Ref. Number: W99000008816

We have received your document for 55 N.W. 59TH STREET, L.C. and your check(s) totaling \$1350.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 499A00018742

FILED
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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
55 N.W. 59th STREET, L.C.
A Florida Limited Liability Company**

We, the undersigned for the purposes of forming a Limited Liability Company, for profit, pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Organization:

ARTICLE I

The name of this limited liability company (hereinafter referred to as "the Company") shall be:

55 N.W. 59th STREET, L.C.

ARTICLE II
DURATION

The Company shall have a period of duration of thirty (30) years from the date of the filing of these Articles of Organization with the Florida Department of State, unless earlier terminated as allowed by law.

ARTICLE III
PURPOSE

The Company shall have the authority to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. The Company may conduct business within or without the State of Florida anywhere in the world that it may so select.

ARTICLE IV

The street address of the initial principal office and mailing address of the Company in the State of Florida shall be:

2961 Day Avenue
Suite #B
Miami, Florida 33133

The initial resident and registered agent shall be:

Edouard Siclait
2961 Day Avenue
Suite #B
Miami, Florida 33133

The managers of the Company may, from time to time, move the principal or registered office to any other address within or without the State of Florida to which it seems pertinent in the interest of the company.

ARTICLE V
CONTRIBUTIONS

The amount of cash and agreed value of property other than cash contributed by the members to the capital of the Company shall be Twenty Five Thousand and No/100 Dollars (\$25,000.00).

ARTICLE VI
ADDITIONAL CONTRIBUTIONS

The Members may make the additional capital contributions at the time or whenever determined by the Members.

ARTICLE VII
ADDITIONAL MEMBERS

The Members of the Company may admit additional members only upon an affirmative vote of all then existing Members holding at least seventy-five percent (75%) of the ownership interests.

ARTICLE VIII
CONTINUATION OF BUSINESS

The remaining Members of the Company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other Member of the Company, or upon the occurrence of any other event which would terminate the continued membership of a Member in the Company, upon an affirmative vote by the remaining Members holding a majority of the ownership interests in the Company.

ARTICLE IX
MANAGEMENT

The Company is to be managed by the following Managers:

Edouard Siclait
2961 Day Avenue
Suite #B
Miami, Florida 33133

who shall manage the Company in accordance with the terms of the Operating Agreement And Regulations of the Company, until their successors are elected and qualify.

ARTICLE X
INITIAL MEMBERS

The Company possesses the following initial members:

Edouard Siclait
2961 Day Avenue
Suite #B
Miami, Florida 33133

ARTICLE XI
INDEMNIFICATION

1. The Company shall indemnify an individual made a party to a proceeding because that individual is or was a Member, Manager, officer, organizer, employee or agent of the Company against liability incurred in the proceeding if that individual:

(a) conducted that individual's self in good faith, and

(b) reasonably believed that that individual's conduct was in, or at least not opposed to, the Company's best interest; and

(c) in the case of any criminal proceeding, there was no reasonable cause to believe that the individual's conduct was unlawful.

2. Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the conduct of the individual is reasonably believed to be in the interests of the participants in, and beneficiaries of, such plan.

3. The Company shall pay for or reimburse the reasonable expenses incurred by a Member, Manager, officer, organizer, employee or agent of the limited liability company who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The individual furnishes the Company a written affirmation of that individual's good faith belief has met the standard of conduct described herein;

(b) The individual furnishes the Company a written undertaking executed personally or on that individual's behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

4. The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any Member, Manager, officer, organizer, employee or agent may be entitled under any by-law, agreement, vote of disinterested Members or otherwise.

These Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of any individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

5. In addition to the foregoing, the Company shall indemnify and save the organizers harmless for all acts taken by them as organizers of the Company, and shall pay all costs and expenses incurred by or imposed upon them as a result of the same, including compensation based upon the usual charges for any time expenditures required of them in pursuit of the defense against any liability arising on the account of acting as organizers or arising on the account enforcing the indemnification right hereunder, and the Company releases them from all liability for any such act as organizers not involving willful or grossly negligent misconduct.

ARTICLE XII
AMENDMENT AND REGULATIONS OF THE COMPANY

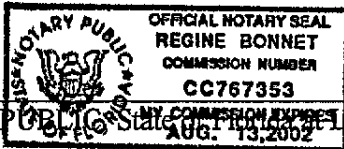
The power to adopt, alter, amend or repeal these Articles of Organization and the Regulations governing this Company shall be vested in the Members of the Company and the vote shall be by a majority of the ownership interests in the Company.

We, the undersigned, being the initial Managers of these Articles of Organization for the purpose of forming the Company pursuant to Chapter 608 of the Florida Statutes, to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Organization hereby declaring and certifying that the articles herein stated are true and accordingly, hereunto set our hands and seal this 17th March, 1999.



EDOUARD SICLAIT

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 17 day of March, 1999, by EDOUARD SICLAIT, who is personally known to me or who has produced _____ as identification and who did take an oath.



NOTARY PUBLIC, State of Florida, Large




Print Name
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

55 N.W. 59th STREET, L.C.. desiring to organize or qualify as a limited liability company under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Edouard Siclait, 2961-B Day Avenue, Miami, Florida 33131 as its agent to accept service of process within Florida.


EDOUARD SICLAIT
Title: Managers
Date: March 17th, 1999


I, having been named to accept service of process for the above-stated limited liability company at the place designated in this certificate, hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


EDOUARD SICLAIT

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

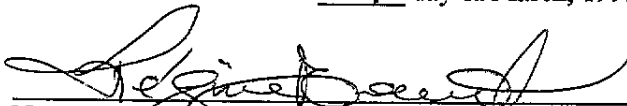
The undersigned member or authorized representative of a member of 55 N.W. 59th STREET, L.C. deposed and says:

1. The above named limited liability company has at least one member
2. The total amount of cash contributed by the member is: \$25,000.00
3. If any, the agreed value of the property other than cash contributed by Member is: \$0.00
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 is: \$0.00
5. The total amounts of 2, 3 and 4 is: \$25,000.00


EDOUARD SICLAIT
Initial member
Date: March 17th, 1999

(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.)

Subscribed and sworn to before this 17 day of March, 1999.


Notary Public

My commission expires:

