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ACCOUNT NO. : 072100000032
REFERENCE : 239150 8306A
AUTHORIZATION : Patricia Pujant
COST LIMIT : \$ 337.50

ORDER DATE : May 13, 1999
ORDER TIME : 11:25 AM
ORDER NO. : 239150-005
CUSTOMER NO: 8306A

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CUSTOMER: Ross Manella, Esq
MANELLA & KLAPHOLZ, LLP.
MANELLA & KLAPHOLZ, LLP.
Suite 212
2500 Hollywood Boulevard
Hollywood, FL 33020

DOMESTIC FILING

NAME: WATER PLACE APARTMENTS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	XX	CERTIFIED COPY
Availability	<u>da</u>	PLAIN STAMPED COPY
Document		CERTIFICATE OF GOOD STANDING
Examiner	CONTACT PERSON:	Mimi Stephens
Updater	DCC	EXAMINER'S INITIALS:
Updater	DCC	
Verifier	DCC	
Payment	DCC	
Printer	DCC	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 13 PM 1:55

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99 MAY 13 PM 12:13

RECEIVED

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
AND AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

ARTICLE I - NAME

The name of the Limited Liability Company is:

WATER PLACE APARTMENTS, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

Water Place Apartments, LLC
c/o Frederick K. Mehlman
J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, NY 10543

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 Tenshore Realty Ltd., a New York corporation, and the address of the Manager is:

Tenshore Realty Ltd.
c/o Frederick K. Mehlman
J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, NY 10543

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the Members to admit additional Members, and the terms and conditions of the admissions shall be upon unanimous consent of all of the Members.

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ARTICLE VI - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of WATER PLACE APARTMENTS, LLC certifies:

1. The above named Limited Liability Company has at least one (1) Member.
2. The total amount of cash contributed by the Member is \$ 3,000,000.
3. If any, the agreed value of the property other than cash contributed by the Member is: N/A.
4. The total amount of cash and property contributed and anticipated to be contributed by the Member is \$ 3,000,000.

TENSHORE REALTY LTD.,
a New York corporation,
Manager and Sole Member

By: Frederick K. Mehlman
FREDERICK K. MEHLMAN, President

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(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)

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:

WATER PLACE APARTMENTS, LLC

2. The name and the Florida street address of the Registered Agent are:

Ross H. Manella, Esq.
Ross H. Manella, P.A.
2500 Hollywood Boulevard
Suite 212
Hollywood, Florida 33020

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TALLAHASSEE, FLORIDA

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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.

Dated this 12 day of May, 1999.



ROSS H. MANELLA, ESQ.,
Registered Agent