

UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue Tallahassee, FL 32301 (850) 681-6528

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June 25, 1999

UCC FILING & SEARCH SERVICES, INC. 526 EAST PARK AVENUE TALLAHASSEE, FL 32301

SUBJECT: QUAD #1 L.C. Ref. Number: W99000014837

We have received your document for QUAD #1 L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6913.

Diane Cushing Corporate Specialist

Letter Number: 999A00033812

ARTICLES OF ORGANIZATION

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QUAD #1 L.C.

(A FLORIDA LIMITED LIABILITY COMPANY)

ARTICLE I: NAME:

The limited liability company shall be known as "QUAD #1 L.C.".

ARTICLE II: PRINCIPAL OFFICE:

The principal office and mailing address of the limited liability company shall be c/o Herbert A. Shapiro, 4001 Ibis Point Circle, Boca Raton, Florida 33431.

ARTICLE III: DURATION:

The duration of the limited liability company shall be from through December 31, 2070.

ARTICLE IV: MANAGEMENT:

The limited liability company is to be managed by a member whose name and address follows:

Herbert A. Shapiro

4001 Ibis Point Circle Boca Raton, Florida 33431

Dated: June 22, 1999

ELIZABETH S. BRANDENBERG AUTHORIZED ORGANIZER

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

HERBERT A. SHAPIRO, Managing Member of QUAD #1 L.C., deposes and says:

- 1. QUAD #1 L.C., a Limited Liability Company, has four members;
- 2. The actual amount of cash contributed by all of the members as of formation is \$100;
- 3. Other than the cash set forth in paragraph 2 above, there is no additional property contributed by the members;
- 4. There is no additional cash or property anticipated to be contributed by the members; and
- 5. The total amount of the cash and all other contributions by the members is \$100.

Dated: June 22, 1999

ELIZABETH S. BRANDENBERG AUTHORIZED ORGANIZER

> C:\ERE\SHAPIRO\aff of membrshp.wpd Dated: June 22, 1999

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: QUAD #1 L.C.
- 2. The name and the Florida street address of the registered agent are:

Herbert A. Shapiro 4001 Ibis Point Circle Boca Raton, FL 33431

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.

HERBERT A. SIMPIRO

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SECRETARY OF STAIL
AHASSEE, FLORIDA