

JUL -07' 99 (WED) 10:05 BILZIN, SUMBERG, ET. AL

TEL: 305-374-7593

P. 001

Division of Corporations

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LIMITED LIABILITY COMPANY

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FAX AUDIT NO. H99- 16278

ARTICLES OF ORGANIZATION
OF
HACIENDA COVE LENDING, LLC,
a Florida limited liability company

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1. The name of the limited liability company is HACIENDA COVE LENDING, LLC.
2. The period of duration of the limited liability company shall commence upon the filing of these Articles of Organization and shall be perpetual.
3. The mailing address and the street address of the principal office of the limited liability company is:

115 NW 167TH Ave.
Suite 300
North Miami Beach, Florida 33169.

4. The name and street address of the initial registered agent of the limited liability company are:

Granvil M. Tracy
115 NW 167TH Ave.
Suite 300
North Miami Beach, Florida 33169.

5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the regulations as in effect at the time of such proposed admission upon the unanimous consent of the members of the limited liability company.
6. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
7. The management of the limited liability company is reserved to its members. The names and addresses of the initial managing members of the limited liability company are:

Kassin Family Partnership, Ltd.,
a Florida limited partnership
21471 Highland Lakes Blvd.
Miami, FL 33179

Saby Behar
115 NW 167th Ave.
Suite 300
N. Miami Beach, FL 33169

This instrument prepared by:
Lissette Ortiz, Esquire
Florida Bar No. 987794
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2338
Telephone: (305) 374-7580

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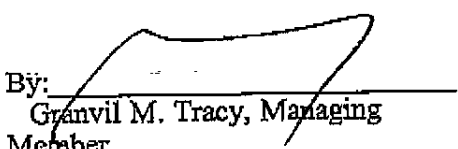
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Granvil M. Tracy
115 NW 167th Ave.
Suite 300
N. Miami Beach, FL 33169

Bruce Jarvis
115 NW 167th Ave.
Suite 300
N. Miami Beach, FL 33169

Dated: as of June 17th, 1999.

By: 
Granvil M. Tracy, Managing
Member

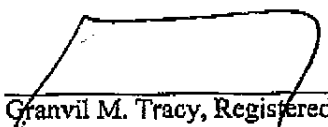
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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of June 17th, 1999.


Granvil M. Tracy, Registered Agent

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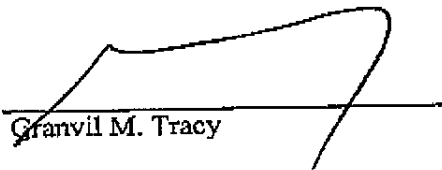
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AFFIDAVIT

The undersigned, Granvil M. Tracy ("Affiant"), a member of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, being first duly sworn on oath, hereby deposes and says as follows:

1. The limited liability company has at least one member.
2. The agreed value of property contributed or anticipated to be contributed to the limited liability company by its members, which shall consist of cash, is \$520,000.00. It is not anticipated that any property contributions will be made to the limited liability company by its members.
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

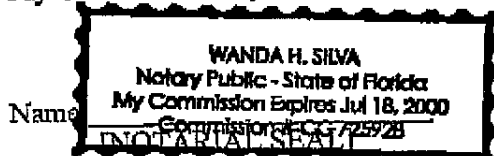
Dated: as of June 17th, 1999.

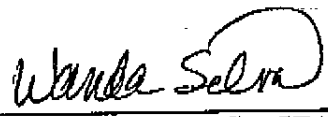

Granvil M. Tracy

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to and subscribed before me this 17th day of June, 1999, by Granvil M. Tracy; ~~such individual is personally known to me or has produced~~ as identification.

My Commission Expires:




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