

L99000004170

Document Number Only

C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850) 222-1092
City State Zip Phone

CORPORATION(S) NAME

900002928359--6
-07/12/99--01077--002
****285.00 ****285.00

Tampa Tri-County Lot B flexspace LLC

- Profit
☐ NonProfit
☒ Limited Liability Company articles
☐ Foreign
- ☐ Amendment
☐ Dissolution/Withdrawal
- ☐ Merge
☐ Mark
- ☐ Limited Partnership
☐ Reinstatement
- ☐ Annual Report
☐ Reservation
- ☐ Other
☐ Change of R.A.
☐ Fictitious Name
- ☐ Certified Copy
☐ Photo Copies
☐ CUS / G/S
- ☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Call if Problem
☐ Will Wait
- ☐ After 4:30
☒ Pick Up

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

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

THANK YOU

MANDY KENT

7/8
LC 7-12-99
file first

FILED

99 JUL 12 PM 2:05

99 JUL 12 AM 4:08

**ARTICLES OF ORGANIZATION
OF
TAMPA TRI-COUNTY LOT 13 FLEXXSPACE LLC**

Under Section 608.407 of the Florida Limited Liability Company Act.

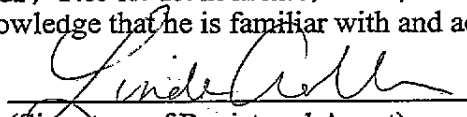
The undersigned, being a duly organized limited partnership under the laws of the State of Florida and acting as the organizer and sole initial member (the "Managing Member") of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

FIRST: The name of the Company is Tampa Tri-County Lot 13 FlexxSpace LLC.

SECOND: The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

THIRD: The mailing address and street address of the Company is 1400 Northwest 107th Avenue, Miami, Florida 33172-2704.

FOURTH: The name and address of the Registered Agent for service of process Linda K. Adler, 1400 NW 107th Avenue, Miami, Florida 33172-2704, who has signed below to acknowledge that he is familiar with and accepts the obligations of that position.


(Signature of Registered Agent)

FIFTH: One or more additional members may be admitted to the Company with the prior written consent of the current members.

SIXTH: If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of a member of the Company, the remaining members of the Company may, by unanimous written consent, continue the business of the Company.

PREPARED BY:
Seth P. Joseph, Esq.
Florida Bar No. 0286656
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2385

99 JUL 12 PM 2:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

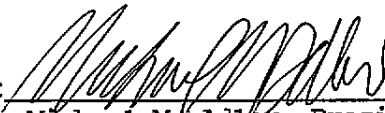
SEVENTH: The Company is to be managed by its Managing Member. The Managing Member of the Company is AP-Adler Investment Fund, L.P., a Delaware limited partnership, whose address is 1400 Northwest 107th Avenue, Miami, Florida 33172-2704. The Managing Member will have sole, exclusive and complete discretion in the management and control of the business of the Company and will make all decisions affecting its business, including, but not limited to, spending the Company's funds, acquiring assets, incurring debt on behalf of the Company for borrowed money or otherwise, and the mortgaging or pledging of Company assets for the repayment of such debt.

The Managing Member will have full power and authority to execute and deliver in the name of and on behalf of the Company such documents or instruments as the Managing Member deems appropriate for the conduct of the Company's business in accordance with this Agreement. No person, firm or corporation dealing with the Company will be required to inquire into the authority of the Managing Member to take any action or make any decision.

IN WITNESS WHEREOF, I have subscribed these Articles and do hereby affirm the foregoing as true under the penalties of perjury, this 7 day of July, 1999.

AP-ADLER INVESTMENT FUND, L.P. a
Delaware limited partnership

By: ADLER NEWCO GP, INC., a
Florida corporation, *its managing
general partner*

By: 
Michael M. Adler, President

FILED

99 JUL 12 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS

BEFORE ME appeared the undersigned, being the President of Adler Newco GP, Inc., a Florida corporation that is the managing general partner of AP-Adler Investment Fund, L.P., a Delaware limited partnership that is the managing member of Tampa Tri-County Lot 13 FlexxSpace LLC, a Florida limited liability company, hereinafter referred to as the "Company," who upon being sworn, certified that: (i) the Company has at least one member; (ii) no non-cash property has been contributed to the Company by any member; (iii) the amount of cash heretofore contributed by the members of the Company is \$100.00; and (iv) no additional cash or non-cash contributions by the members are anticipated hereafter.

Dated: July 7, 1999.

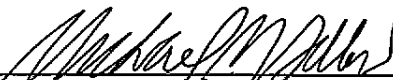
FURTHER AFFLIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

MANAGING MEMBER:

AP-ADLER INVESTMENT FUND, L.P., a
Delaware limited partnership

By: ADLER NEWCO GP, INC., a Florida
corporation, *its managing general partner*

By: 
Michael M. Adler, President

PREPARED BY:
Seth P. Joseph, Esq.
Florida Bar No. 0286656
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2385

FILED
99 JUL 12 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Michael M. Adler who is known to me & known by me to be the person who executed the foregoing Affidavit of Membership and Capital Contributions to Tampa Tri-County Lot 13 FlexxSpace LLC (the "Company"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as

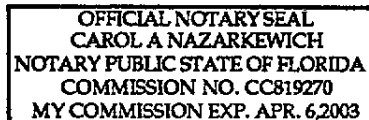
President of Adler Newco GP, Inc. and that said corporation is the general partner of AP-Adler Investment Fund, L.P., the Delaware limited partnership that is the managing member of Tampa Tri-County Lot 13 Flexxspace LLC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of July, 1999.

(SEAL)

Carol A. Nazarkewich
Notary Public, State of Florida

My commission expires:



FILED
99 JUL 12 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA