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PLEASE REPLY TO:

CORAL GABLES OFFICE

June 11, 1999

BERNARD WOLFSON  
OF COUNSEL

CERTIFIED MAIL NO. Z 471 361 415  
RETURN RECEIPT REQUESTED

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\*\*\*\*337.50 \*\*\*\*337.50

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: ABC Building Agency, L.C. (the "Company")  
Our Client File No. 1076A-8

Gentlemen:

Enclosed herewith are the following items to be filed for the above referenced Company:

1. Articles of Organization.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Affidavit of Membership and Contributions
4. A check in the amount of Three Hundred Thirty Seven and 50/100 Dollars (\$337.50) representing the filing fee for the Articles of Organization, and the fee for a certified copy.

Please acknowledge the receipt of the above referenced documents and check by signing the enclosed copy of this letter and returning it in the envelope provided.

11/11/99

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TALLAHASSEE, FLORIDA

Division of Corporations  
June 11, 1999  
Page 2

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

PACKMAN, NEUWAHL, & ROSENBERG



JORGE DE LA CRUZ-MUNOZ

Enclosures

cc: Michael Goldstein  
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 21, 1999

JORGE DE LA CRUZ-MUNOZ  
PACKMAN NEUWAHL & ROSENBERG  
1500 SAN REMO AVENUE  
CORAL GABLES, FL 33146

SUBJECT: ABC BUILDING AGENCY, L.C.  
Ref. Number: W99000014408

We have received your document for ABC BUILDING AGENCY, L.C. and your check(s) totaling \$337.50. 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.

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) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 199A00033021

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF ABC BUILDING AGENCY, L.C.

ARTICLE I  
NAME

The name of the limited liability company shall be ABC BUILDING AGENCY, L.C. (the "Company"), and its principal place of business shall be in the City of Miami, County of Miami-Dade, State of Florida. The Company shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II  
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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TALLAHASSEE, FLORIDA

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, whether incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### ARTICLE III PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting such business. Each member shall be entitled to a distributive share of the profits in accordance with its membership interest in the Company which membership interest will be determined pursuant to the regulations adopted by the members.

(b) Losses. All losses that occur in the operation of the Company's business shall be paid out of the capital of the Company and the profits of the business.

### ARTICLE IV LIMITED LIABILITY COMPANY MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of the members, who will vote according to their proportionate interest in the Company and shall have exclusive authority to act for the Company in all matters. The names and addresses of the members are as follows:

Tequesta Trust  
Dennis Ginsburg, Trustee  
1500 San Remo Avenue, Suite 125  
Coral Gables, Florida 33146

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Hazor Trust  
Michael Goldstein, Co-Trustee  
2121 Ponce de Leon Boulevard  
Suite 1100  
Coral Gables, FL 33134

Calusa Trust  
Michael Goldstein, Co-Trustee  
2121 Ponce de Leon Boulevard  
Suite 1100  
Coral Gables, FL 33134

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#### ARTICLE V DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Regulations. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business only if unanimously agreed by such remaining members.

#### ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The principal office of the Company shall be located at 14445 N.E. 20th Lane, North Miami, FL 33181. The mailing address of the Company shall be 14445 N.E. 20<sup>th</sup> Lane, North Miami, FL 33181.

#### ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered Agent/Office of the Company is Atrium Registered Agents, Inc. 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

#### ARTICLE VIII RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by the consent of all of the existing members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no Regulations are in effect, upon the unanimous

consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of ABC BUILDING AGENCY, L.C.

Executed this 19<sup>th</sup> day of May, 1999.

TEQUESTA TRUST, Member

BY: 

DENNIS GINSBURG, Trustee

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ABC BUILDING AGENCY, L.C., after being duly sworn, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is One Hundred Dollars (\$100.00).
3. The agreed value of property, if any, other than cash contributed by the initial members is N/A. A description of the property (if any) is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by the members is Fifty-Four Dollars (\$ 54,000.00 ). This includes amounts from 2 and 3 above.  
Thousand

TEQUESTA TRUST, Member

By: [Signature]  
DENNIS GINSBURG, Trustee

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF MIAMI-DADE        )

The foregoing instrument was acknowledged before me this 19 day of May, 1999, by DENNIS GINSBURG, Trustee of the Tequesta Trust, who is personally known to me or who has produced \_\_\_\_\_ as identification.

(SEAL)

[Signature]

Signature of Notary Public

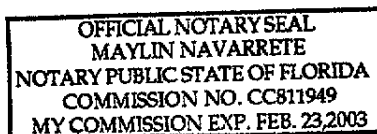
Maylin Navarrete

Printed Name of Notary Public

NOTARY PUBLIC

Title

My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is  
**ABC BUILDING AGENCY, L.C.**
2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.  
1500 San Remo Avenue, Suite 125  
Coral Gables, FL 33146

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

BY: Robert A. Stamen  
ROBERT A. STAMEN, Vice  
President

Date: May 19, 1999

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