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JOSHUA D. MANASTER
BOARD CERTIFIED REAL ESTATE LAWYER

July 13, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-07/14/99-01030-002
*****285.00 *****285.00

Re: 56th Associates, L.L.C.

To whom it may concern:

Enclosed please find Articles for the above captioned.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

JOSHUA D. MANASTER

JDM:aa
Enclosure

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I- Name:

The name of the Limited Liability Company is:

56th Associates, L.L.C

ARTICLE II - Address:

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

1428 Brickell Avenue, Eighth Floor, Miami, Florida 33131

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 the members and the names and addresses of the managing members are:

56TH ASSOCIATES, a New York General Partnership, c/o Solomon Stern, 6220 14 Avenue, Brooklyn, New York 11204

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ARTICLE V- Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of admission shall be: None given.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the limited liability company may continue the business on 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.

ARTICLE VII - Affidavit of Membership and Contribution

The undersigned member or authorized representative of a member of **56th Associates, L.L.C.** certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the members is \$50,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00.
- 4) the total amount of cash and property contributed and anticipated to be contributed by members is \$ 50,000.00.

56TH ASSOCIATES, a New York General Partnership

By: *Solomon Stern*
Signature of member or authorized representative of member.

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.)

Solomon Stern

Typed or printed name of signee

Filing Fee \$250.00 for Articles and Affidavit

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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: **56th Associates, L.L.C**

2. The name and the Florida street address of the registered agent are:

Joshua D. Manaster, Esquire
1428 Brickell Avenue, Eighth Floor
Miami, Florida 33131

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.

SIGNATURE

Filing Fee: \$35 for Designation of Registered Agent

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