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*ALSO ADMITTED IN NEW YORK
+ADMITTED IN NEW YORK ONLY

July 13, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002931827--9
-07/15/99--01014--001
*****337.50 *****337.50

Re: Finelli Enterprises, L.C.

Gentlemen:

Enclosed please find the original and one copy of Articles of Organization for Finelli Enterprises, L.C., together with our office check in the amount of \$337.50 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza
Cynthia C. Mendoza

Legal Assistant to Mr. Ritter

Enclosures

/cm

L99-4439

Name	AK-17
Availability	
Document Examiner	AK
Updater	AK
Updater Verifier	AK
Acknowledgment	
W. P. Verker	

**ARTICLES OF ORGANIZATION
OF**

FINELLI ENTERPRISES, L.C., A LIMITED LIABILITY COMPANY

We, the undersigned, as organizers of a limited liability company, under the Florida Limited Liability Company Act, adopt the following Articles of Organization for such limited liability company:

ARTICLE I

NAME

The name of this limited liability company is Finelli Enterprises, L.C., referred to in these Articles of Organization as the "Company."

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Company is 497 N.W. 15th Street, Boca Raton, Florida 33432. The Company's registered agent is Gregory J. Ritter, Esquire, whose office is located at Ritter Chusid Bivona & Cohen, LLP, 7000 W. Palmetto Park Road, Suite 400, Boca Raton, Florida 33433.

ARTICLE III

DURATION

Unless dissolved earlier, the Company will dissolve automatically on December 31, 2030.

FILED
99 JUL 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

PRINCIPAL OFFICE

The address of the principal office of the Company is 497 N.W. 15th Street, Boca Raton, Florida 33432, and the mailing address shall be the same.

ARTICLE V

MEMBERS

The Company has one (1) member whose name and address are as follows:

Vincent N. Finelli
497 N.W. 15th Street
Boca Raton, FL 33432

The Company may admit new members as provided in the Company's operating agreement.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of the Company shall terminate the Company, unless the remaining members shall unanimously agree to continue the business of the Company, in which event, the Company shall not so terminate.

ARTICLE VI

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

FILED
09 JUL 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

MANAGEMENT

Section 7.01 Management in General

The management of the Company is reserved to the members of the company, in proportion to their contributions to the capital of the Company subject to the provisions of Section 7.02 below. The power to adopt, alter, amend or repeal the regulations of this Company shall be vested in the members of the Company.

Section 7.02 Designation of Manager

(a) Single Manager. The Company will be managed by a manager, Vincent N. Finelli, who will serve until either removal by the members or resignation.

(b) Removal. The members may remove the manager, without having to possess, state, or prove cause, by

(i) a vote of members holding fifty-one (51%) percent of the voting power of all membership interests. The vote must be taken at a properly scheduled meeting of the members, or

(ii) written consent of members holding fifty-one (51%) percent of the voting power of all membership interests. The removal of a manager without stating or proving cause does not bar a later claim that the manager engaged in misconduct while a manager.

(c) Resignation. The manager resigns by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the

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SECRETARY OF STATE
TELEPHONE ROOM

manager must give notice by a means sufficient under the laws of the State of Florida regarding service of process. The resignation takes effect thirty (30) days after the date the manager gives notice to all members, or at a later date stated in the notice of resignation. If the Company's operating agreement prohibits the manager from resigning, the manager's resignation is nonetheless effective, but the manager will be liable to the Company for breach of the operating agreement.

(d) Interim Management. Once the resignation of the manager is effective or the members remove the manager, the Company will be managed by any other interim manager chosen with the unanimous consent of the members, until the members choose a replacement manager as provided in Section 7.01(e).

(e) Replacement Manager. The members will elect a replacement manager at a properly scheduled meeting of the members. The vote of members holding fifty-one (51%) percent of the voting power of all membership interests is necessary to elect a replacement manager. In the case of the removal of a manager under Section 7.01(b)(i), the same meeting that votes removal may also elect a replacement manager. The replacement manager must have the following qualifications: (i) must be a member of the Company and (ii) must have real estate development, sales and leasing experience. Once elected, the replacement manager will have all of the powers and duties of the initial manager.

Section 7.03 Authority of the Manager

The manager has sole authority to manage the Company and is

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business. This provision does not alter or waive any duty that the manager may have to the Company concerning the manager's exercise of management authority.

Section 7.04 No Authority of Members

Except as authorized by the managers, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VIII

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

ARTICLE IX

CONTRIBUTIONS

The initial capital contribution and the amount of cash contributed to the Company is One Thousand (\$1,000.00) Dollars and a description of property other than cash contributed by members is:

NONE

The total amount of cash or property anticipated to be contributed by members to the Company is One Thousand (\$1,000.00) Dollars. This total includes amounts from cash contributions and the agreed value of the property contributed.

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93 JUL 15 PM 4:00
SECRETARY OF STATE
STATE OF ALABAMA

The undersigned Incorporator has executed these Articles of Organization on this 13th day of July, 1999.

Vincent N. Finelli
VINCENT N. FINELLI, Organizer

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13th day of July, 1999 by VINCENT N. FINELLI. He is personally known to me or has produced _____ as identification and did (did not) take an oath.

Cynthia C. Mendoza
Notary Public
Print Name: Cynthia C. Mendoza

My Commission Expires:

c:\corporate\finelli.11c



Cynthia C. Mendoza
MY COMMISSION # CC577313 EXPIRES
August 27, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
99 JUL 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 608.415, Florida Statutes, the
following is submitted:

Finelli Enterprises, L.C., a limited liability company being
organized under the laws of the State of Florida, designates 7000
West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, as
its registered office and has named GREGORY J. RITTER as its agent
to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for Finelli
Enterprises, L.C., at the place designated in this Certificate, I
hereby agree to act in such capacity and acknowledge that I am
familiar with and agree to comply with the provisions of said Act
with respect to keeping such office open.

By: 

REGISTERED AGENT

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99 JUL 15 PM 5:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned member or authorized representative of a member of FINELLI ENTERPRISES, L.C., upon being duly sworn, certifies as follows:

1. The above named limited liability company has at least one (1) member.

2. The total amount of capital contributed by the members is \$1,000.00.

3. If any, the agreed value of property other than cash contributed by the members is \$ -0-. A description of the property is as follows:

NONE

4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT 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.

FINELLI ENTERPRISES, L.C.

By: Cynthia G. Mendoza

SWORN TO AND SUBSCRIBED BEFORE me this 13th day of July, 1999.

My Commission Expires:



Cynthia G. Mendoza
MY COMMISSION # CG577313 EXPIRES
August 27, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Cynthia G. Mendoza
Printed Name: Cynthia G. Mendoza
Notary Public, State of Florida

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JUL 15 PM 5:00
CLERK OF STATE
TREASURY, FLORIDA