



L99000004494

ACCOUNT NO. : 072100000032

REFERENCE : 317410 9643A

AUTHORIZATION :

Patricia Piquet

COST LIMIT : \$ 337.50

ORDER DATE : July 23, 1999

ORDER TIME : 11:20 AM

ORDER NO. : 317410-005

CUSTOMER NO: 9643A

CUSTOMER: Helene C. Rosen, Esq.  
SACHS, SAX & KLEIN, P.A.  
SACHS, SAX & KLEIN, P.A.  
P. O. Box 810037

700002940257--8

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: WSFG LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED

09 JUL 23 PM 12:50

CLERK OF STATE  
TALLAHASSEE, FLORIDA

FILED

09 JUL 23 PM 3:36

CLERK OF STATE  
TALLAHASSEE, FLORIDA

SL 7-23-99

**ARTICLES OF ORGANIZATION**

**OF**

**WSFG LLC**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

**ARTICLE I**

The name of the Limited Liability Company is:

WSFG LLC

**ARTICLE II**

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

c/o Herbert I. Levitt  
17340 Allenbury Court  
Boca Raton, FL 33496

but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

**ARTICLE III**

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida in connection with the ownership and operation of WSFG LLC.

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#### ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist until December 31, 2050, unless sooner dissolved according to law.

#### ARTICLE V

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be Herbert I. Levitt, 17349 Allenbury Court, Boca Raton, Florida 33496.

#### ARTICLE VI

This Limited Liability Company shall be managed by a manager or managers, with the exact number to be specified as set forth in the regulations of the Company, unless the regulations are hereafter amended to provide that the Company shall be managed otherwise.

#### ARTICLE VII

The name and mailing and street address of the initial managers of the Limited Liability Company, who shall hold office for the first year or until their successor(s) are duly elected and qualified, are: Herbert I. Levitt, 17340 Allenbury court, Boca Raton, Florida 33496 and Robert A. Friedman, 18 Cooper Road, Scarsdale, New York 10583.

#### ARTICLE VIII

The name and mailing and street address of the initial sole member of the Limited Liability Company is:

Herbert I. Levitt  
17340 Allenbury Court  
Boca Raton, FL 33496

#### ARTICLE IX

The members of the Limited Liability Company shall have the right to admit additional members upon terms and conditions as determined from time to time by the manager(s) and

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set forth in the regulations of the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

#### ARTICLE X

The members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company 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.

#### ARTICLE XI

No contract or other transaction between this Limited Liability Company and any other limited liability company or corporation, and no act of this Limited Liability Company, shall in any way be affected or invalidated by the fact that any of the managers of this Limited Liability Company are pecuniarily or otherwise interested in, or are directors or officers or managers of, such other limited liability company or corporation. Any manager individually, or any firm of which any manager may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Limited Liability Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the managers hereof, and any manager of this Limited Liability Company who is also a director or an officer or a manager of such other limited liability company or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the managers of this Limited Liability Company which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer or manager of such other limited liability company or corporation, or not so interested.

#### ARTICLE XII

The private property of the members shall not be subject to payment of the debts of the Limited Liability Company to any extent.

#### ARTICLE XIII

This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

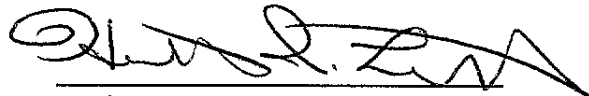
#### ARTICLE XIV

The power to adopt, alter, amend or repeal the regulations of this Limited Liability

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TALLAHASSEE, FLORIDA

Company shall be vested in the manager(s).

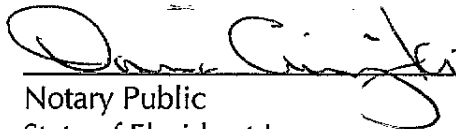
IN WITNESS WHEREOF, I, the undersigned, being the sole member hereinbefore named, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 24th day of July, 1999.



Herbert I. Levitt

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me on this 24th day of July, 1999, by Herbert I. Levitt, as the sole initial member of WSFG LLC, on behalf of the Limited Liability Company. He is (personally known to me) (or has produced his drivers license) as identification.



Notary Public  
State of Florida at Large  
My Commission Expires:



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S. CLAYTON OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS


COUNTY OF PALM BEACH )  
 ) ss  
STATE OF FLORIDA )

The undersigned member or authorized representative of a member of WSFG LLC certifies:

1. the above named limited liability company has at least 1 member;
2. the total amount of cash contributed by the member(s) is \$ 10,000.00
3. if any, the agreed value of property other than cash contributed by member(s) is \$ 0  
(A description of the property, if any, is attached and made a part hereto.); and
4. the amount of cash and property contributed and anticipated to be contributed by member(s) is \$990,000.00

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Dated this 24th day of July, 1999.

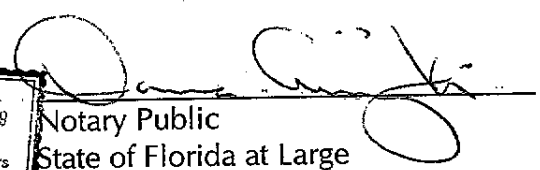
  
Herbert I. Levitt

(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.)

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF PALM BEACH )

SWORN TO and subscribed before me this 24th day of July, 1999, by Herbert I. Levitt who (is personally known to me) or (has produced his drivers license) as identification.



  
Notary Public  
State of Florida at Large  
My Commission Expires:

**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:

WSFG LLC

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

Herbert I. Levitt

Name

17340 Allenbury Court

Florida Street Address - P.O. Box Not Acceptable

Boca Raton, FL 33496

City/State/Zip

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*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.*



Herbert I. Levitt

July 24, 1999