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SANFORD N. REINHARD, P.A.  
ATTORNEY AT LAW  
2875 N.E. 191ST STREET  
SUITE 404  
AVENTURA, FLORIDA 33180  
TELEPHONE - (305) 932-7555  
FACSIMILE - (305) 935-5671

August 13, 1999

VIA FEDERAL EXPRESS

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Re: Palmetto-103 Properties, L.L.C.

To Whom it may concern::

Enclosed is our trust account check number 6126 in the amount of \$337.50 to file the Articles of Organization for the above referenced limited liability corporation. Please return to us a certified copy. A self-addressed stamped envelope is provided.

Sincerely,

*Aimee Pessolano*

Aimee Pessolano, CLA

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AP  
Enclosures

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

**ARTICLES OF ORGANIZATION**  
**OF**  
**PALMETTO-103 PROPERTIES, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

**ARTICLE I: NAME**

The name of the Company is PALMETTO-103 PROPERTIES, L.L.C.

**ARTICLE II: DURATION**

The existence of the Company shall be perpetual, unless terminated by the written agreement of fifty-one (51%) percent of the Members.

**ARTICLE III: ADDRESS OF PLACE OF BUSINESS**

The principal place of business and mailing address in Florida for the Company shall be c/o 4834 SW 75 Avenue, Miami, Florida 33155.

**ARTICLE IV: REGISTERED AGENT**

The name of the initial registered agent in Florida for the Company is Sanford N. Reinhard and the address of the initial registered agent is 2875 NE 191 Street #404, Aventura, Florida 33180.

**ARTICLE V: ADDITIONAL MEMBERS**

Members may admit additional Members upon written agreement of fifty-one (51%) percent of the Members.

**ARTICLE VI: CONTINUITY OF BUSINESS**

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

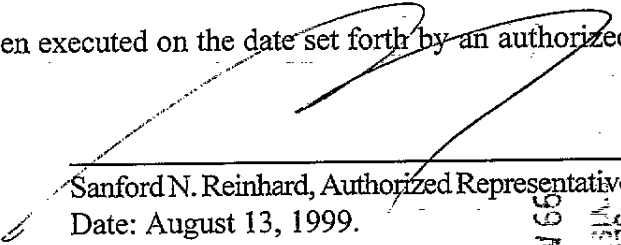
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Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless the written consent to continue is obtained from at least fifty-one (51%) percent of the Members.

**ARTICLE VII: MANAGEMENT**

The management of the Company is reserved to the Members, or officers of the members. The name and address of the Managing Member is as follows: David Diamond, 1919 Williamsbridge Road, Bronx, New York 10461.

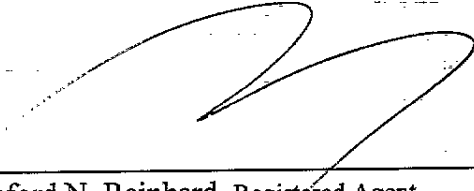
These Articles of Organization have been executed on the date set forth by an authorized representative of a Member.

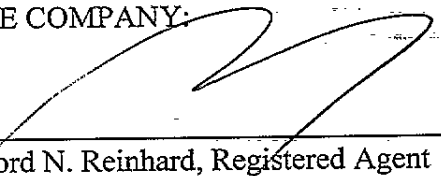
  
Sanford N. Reinhard, Authorized Representative  
Date: August 13, 1999.

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of Palmetto-103 Properties, L.L.C., the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by Sanford N. Reinhard.

Executed this 13th day of August, 1999.

By:   
Sanford N. Reinhard, Registered Agent

FOR THE COMPANY:  
By:   
Sanford N. Reinhard, Registered Agent

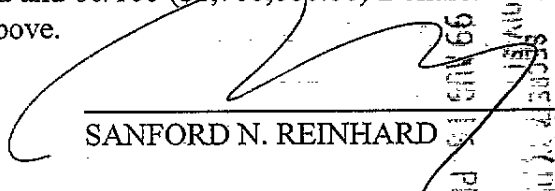
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF**

**PALMETTO-103 PROPERTIES, L.L.C.  
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, SANFORD N. REINHARD, an authorized representative of a Member of PALMETTO-103 PROPERTIES, L.L.C. deposes and says:

1. The above named limited liability company has at least two Members;
2. The total amount of cash contribution by the Member(s) is One Million Seven Hundred Thousand and 00/100 (\$1,700,000.00) Dollars;
3. The agreed value of property, if any, other than cash contributed by Member(s) is \$ -0- and
4. The total amount of cash or property anticipated to be contributed by Member(s) is One Million Seven Hundred Thousand and 00/100 (\$1,700,000.00) Dollars. This total includes amounts from 2 and 3 above.


  
\_\_\_\_\_  
SANFORD N. REINHARD

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STATE OF FLORIDA  
COUNTY OF MIAMI-DADE } SS

On this 13th day of August, 1999, before me personally appeared SANFORD N. REINHARD, authorized representative of PALMETTO-103 PROPERTIES, L.C.C., to me known to be the person who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein. He is personally known to me, or has produced a valid Florida driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

My Commission Expires:

