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LIMITED LIABILITY COMPANY

CAPITAL ESTATE PROPERTIES, L.L.C.

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ARTICLES FOR ORGANIZATION AND AFFIDAVIT OF CONTRIBUTIONS
FOR
CAPITAL ESTATE PROPERTIES, L.L.C.

The undersigned Members hereby execute these Articles for Organization, in order to form a Limited Liability Company under the Laws of the State of Florida.

Article One - Name

The name of this Limited Liability Company shall be henceforth be known as "CAPITAL ESTATE PROPERTIES, L.L.C."

Article Two - Address

The principal address and mailing address for the Company shall be: 11440 North Kendall Drive, Suite 400, Miami, Florida 33176.

Article Three - Duration and Nature of Business

The Company may engage in any activity or business permitted under the laws of the United States and of this State.

The period of duration for this Limited Liability Company shall be perpetual.

Article Four - Management

This Limited Liability Company shall be managed by the Members themselves, who are identified as follows:

ROBERT E. PAIGE, 11440 North Kendall Drive, Suite 400, Miami, FL 33176

KEVIN C. LUNSFORD, 11440 North Kendall Drive, Suite 400, Miami, FL 33176

These Articles for Organization prepared by:
Robert E. Paige, Esq., Florida Bar No. 464066

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Article Five - Affidavit of Membership and Contributions

The undersigned Member and authorized representative of CAPITAL ESTATE PROPERTIES, L.L.C. hereby certifies:

A. This Limited Liability Company has two Members, ROBERT E. PAIGE and KEVIN C. LUNSFORD, both of whom have contributed Five Hundred (\$500.00) Dollars each as a capital contribution to this Company, for a total initial capital contribution of One Thousand (\$1,000.00) Dollars.

B. Each such Member shall contribute cash and/or property and/or services in the future, as necessitated and required by developments, the value of which cannot be ascertained at this time but which will be documented in the records of the Company and a Supplemental Affidavit will be filed with the Department of State.

C. In accordance with Florida Statutes §608.403(3), the execution of the Affidavit by the undersigned constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.



AUTHORIZED MEMBER

ROBERT E. PAIGE
PRINT NAME

Article Six - Additional Members and Restrictions

It is not contemplated at this time for additional Members to be admitted. If in the future additional Members are to be admitted, Amended Articles for Organization shall be filed, describing the terms and conditions of membership.

Other than as to the death of a Member (for which event, Article Seven below applies), a Member may not transfer their membership in the Company unless all non-transferring Members first agree to approve the admission of the transferee into this Company. Fur-

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and necessary for its business and investments.

D. Distribution of the Company profits will be made from time to time, when and if approved by a majority of the Members.

Article Nine - Capital

A. Members have made the initial capital contribution of cash and/or property and/or services as are shown on the Affidavit of Membership and Contribution herein, and Members may agree to the contribution of additional capital as per the said Affidavit.

B. No interest shall be paid on the funds or property contributed as capital to this Company, or on funds reflected in the capital accounts of the Members.

C. A capital account shall be set up and maintained in the records book of the Company for each Member. The records book shall reflect each Member's capital contribution to the Company, increased by each Member's share of profits (and decreased by each Member's share of losses and expenses) of the Company, and adjusted as required in accordance with applicable provisions of the Internal Revenue Code and corresponding income tax regulations.

D. No Member shall be given priority or preference with respect to other Members in obtaining a return of capital contributions, distributions, or allocations of the income, gains, losses, deductions, credits, or other items of the Company. The profits and losses of the Company, and all items of its income, gain, loss, deduction, and credit, shall be allocated to Members according to each Member's percentage interest in this Company.

E. Cash from the Company's business operations, as well as cash from a sale or other disposition of the Company's capital assets, may be distributed from time to time to the Members in accordance with each Member's percentage interest in the Company, as may be decided by a majority of the Members.

F. If the Company does not have sufficient cash to pay its obligations, any Member may agree to advance all or part of the needed funds as a loan to the Company on terms acceptable to a majority of Members. Any such advance shall be treated as a loan to the Company and shall not constitute an additional capital contribution.

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appropriate to commence the business operations of the Company, including but not limited to executing leases, purchasing business equipment, supplies, and inventories, obtaining licenses, permits, and tax identification numbers, and all other such necessary and appropriate actions.

G. The Members of this Company shall not be paid as Members for performing any duties associated with membership. Members may be paid, however, for any services rendered in any other capacity for this Company, whether as managers, Officers, employees, independent contractors or otherwise.

H. This Company may designate one or more Officers, such as a President, Vice President, Secretary and/or Treasurer. Persons who fill these positions need not be Members or managers of the Company. Such positions may be compensated or non-compensated according to the nature and extent of the services rendered for the Company as a part of the duties of each office. Any Officer may be reimbursed by the Company for out-of-pocket expenses by the Officer in carrying out the duties of their office.

I. These Articles of Organization may be amended, modified, or replaced only upon a written instrument approved by a majority of the Members.

H. The Company shall be authorized to issue certificates representing and/or certifying membership interests in this Company.

Article Twelve - Registered Agent

The initial Registered Agent for this Company shall be Robert E. Paige, Esq., whose address is 11440 North Kendall Drive, Penthouse 400, Miami, FL 33176; this address shall also be known as the "registered office"; and a separate Certificate of Designation of Registered Agent is filed herewith.

Article Thirteen - Effective Date

These Articles for Organization shall be effective upon the Secretary of State accepting and filing these Articles for Organization.

Article Fourteen - Filing Information

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, the undersigned, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared KEVIN C. LUNSFORD, who is well known to me, and he acknowledged before me that he executed and subscribed the foregoing Articles for Organization.

WITNESS my hand and seal in the County and State named above on this August 19, 1999.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My Commission Expires:



ROBERT E. PAIGE
My Commission C0680281
Expires Sep. 08, 2000

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ROBERT E. PAIGE ATTORNEY AT LAW 11440 N. KENDALL DRIVE, PENTHOUSE 400, MIAMI, FL 33176 • (305) 271-0336 • FAX: (305) 595-5105

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The name and address of the persons signing these Articles for Organization are:
ROBERT E. PAIGE and KEVIN C. LUNSFORD, 11440 North Kendall Drive, Suite 400,
Miami, Florida 33176.

IN WITNESS WHEREOF, we hereby certify that these Articles for Organization have
been adopted by a unanimous vote of all of the Members, and we therefore hereunto set
our hands and seals, acknowledging and filing the foregoing Articles for Organization under
the Laws of the State of Florida this August 19, 1999.

ROBERT E. PAIGE

KEVIN C. LUNSFORD

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, the undersigned, a Notary Public duly
authorized in the State and County named above to take acknowledgements, personally
appeared ROBERT E. PAIGE, who is well known to me, and he acknowledged before me
that he executed and subscribed the foregoing Articles for Organization.
WITNESS my hand and seal in the County and State named above on this August 19, 1999.

Robert E. Paige
NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE
FOR CAPITAL ESTATE PROPERTIES, L.L.C.**

Pursuant to the provisions of Florida Statutes §608.415 or §608.507, the undersigned Limited Liability Company submits the following statement to designate its Registered Agent and its Registered Office within the State of Florida:

1. The name of the Limited Liability Company is: CAPITAL ESTATE PROPERTIES, L.L.C.
2. The name and the Florida street address for the Registered Agent are: Robert E. Paige, Penthouse 400, 11440 North Kendall Drive, Miami, FL 33176.

The said Registered Agent states: Having been named as the Registered Agent and to accept service of process for CAPITAL ESTATE PROPERTIES, L.L.C. 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.

Executed by me as Registered Agent on this August 19, 1999.



ROBERT E. PAIGE

These Articles Prepared By:
Robert E. Paige, Esq.
Penthouse 400
11440 North Kendall Drive
Miami, Florida 33176
CAPITAL.001

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