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LIMITED LIABILITY COMPANY

ATLANTA EXPRESSWAY LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
ATLANTA EXPRESSWAY LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be ATLANTA EXPRESSWAY LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be: c/o Ira M. Levenshon, 1401 Brickell Avenue, Suite 630, Miami, Florida 33131.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall continue until August 30, 2049, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Ira M. Levenshon, c/o M² Realty Corporation, 1401 Brickell Avenue, Suite 630, Miami, Florida 33131.

ARTICLE V - MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous advance written consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

Jena E. Rissman, Esq., FBN 947611
Kluger, Peretz, Kaplan & Berlin, P.A.
201 S. Biscayne Blvd., #1700, Miami, FL 33131
Telephone: 305 / 379-9000

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A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VI - TERMINATION OF EXISTENCE

The Company shall be dissolved on the earliest of: August 30, 2049; the death, bankruptcy, or dissolution of a member or manager; or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE VII - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

Name

Address

Nathan Lewin

Lewintern VerWaltung GmbH & Co.
Wurzer Strabe 17
80539 München, Germany

Ira M. Levenshon

c/o M² Realty Corp.
1401 Brickell Avenue, #630
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned representative has made and subscribed these articles of organization at Miami, Florida, on this 30th day of August, 1999.


Ira M. Levenshon, Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of ATLANTA EXPRESSWAY LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position of registered agent.



Ira M. Levenshon

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

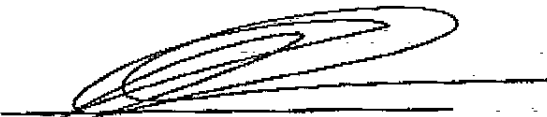
OF

ATLANTA EXPRESSWAY LLC

The undersigned member of ATLANTA EXPRESSWAY LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$100.00.
3. If any, the agreed value of property other than cash contributed by members is \$0.
4. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from 2 and 3 above.

Dated: August 30, 1999



Ira M. Levenshon, Member

STATE OF FLORIDA)

) SS

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 30th day of ^{August} ~~July~~, 1999, by Ira M. Levenshon as member of ATLANTA EXPRESSWAY LLC, who is personally known to me, and who did (did not) take an oath.


Notary Public, Commission No.

Name of Notary typed, printed or stamped



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