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From:

Account Name : BROAD AND CASSEL - MIAMI
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LIMITED LIABILITY COMPANY

5th Avenue Channel Mortgage, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$337.50

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**ARTICLES OF ORGANIZATION
OF
5TH AVENUE CHANNEL MORTGAGE, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is 5TH AVENUE CHANNEL MORTGAGE, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 3957 N.E. 163rd Street, North Miami Beach, Florida 33160.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is be managed by the members and the name and address of the initial managing member is 5th Avenue Channel Corp., 3957 N.E. 163rd Street, North Miami Beach, Florida 33160.

ARTICLE V - Admission of Additional Members:

Members shall have the right to admit additional members as provided by the Florida Limited Liability Act of at least 2/3 of the membership interests.

THIS DOCUMENT PREPARED BY:
LEONARD H. BLOOM, P.A.
Florida Bar Number 241792
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400

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ARTICLE VI - Members' Rights to Continue Business:

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MEMBER:

5TH AVENUE CHANNEL CORP.,
a Florida corporation

By: 
Melvin Rosen, President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of 5TH AVENUE CHANNEL MORTGAGE, INC., deposes and says:

1. The above-named limited liability company has at least one member.
2. The total amount of cash contributed by the member is: \$500.
3. There is no property other than cash contributed by the member.
4. The amount of cash or property anticipated to be contributed by the member is: \$-0- in cash.
5. The total amount of 2, 3, and 4 is: \$500.

MEMBER:

5TH AVENUE CHANNEL CORP.,
a Florida corporation

By: 

Melvin Rosen, President

(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.)

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**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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 5th AVENUE CHANNEL MORTGAGE, LLC.
2. The address of the registered agent and office is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by the 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 the obligations of my position as a registered agent.

**B & C CORPORATE SERVICES, INC., a
Florida corporation**

By: Anna Salgado
Anna Salgado, Vice President

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