

L99000006292
STERLING

THE STERLING COMPANY
REAL ESTATE
INVESTMENT & MANAGEMENT

208 PHIPPS BLVD
PALM BEACH, FLORIDA 33480
(561) 835-1810
(561) 833-4118 FACSIMILE

Tuesday, September 28, 1999

Via Federal Express Priority

Florida Department of State
409 East Gaines Street
P.O. Box 1500
Tallahassee, FL 32399

000003000630--8

-09/29/99-01068--004

****337.50 ****337.50

Re: Sterling Realty Capital Group LLC
a Florida Limited Liability Company

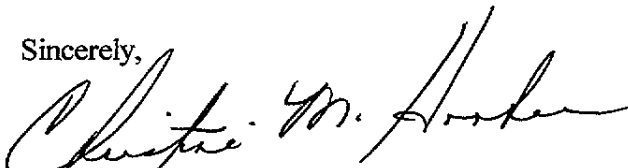
Dear Madam or Sir:

L99-6292

Enclosed please find an original and one copy of Articles of Organization for filing with your office. We have also enclosed herein our check in the amount of \$337.50 for the filing fee in the amount of \$285.00 and \$52.50 for a certified copy. Also enclosed is a self-addressed Federal Express envelope for your convenience in forwarding the certified copy.

Thank you for your assistance in this regard and should you have any questions, please contact the undersigned at the telephone number listed above.

Sincerely,



Christine M. Hooker

Enclosures

FILED
99 SEP 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
STERLING REALTY CAPITAL GROUP LLC
a Florida Limited Liability Company**

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:

1. NAME. The name of the Limited Liability Company is Sterling Realty Capital Group LLC (the "Company").

2. PERIOD OF DURATION. The period of duration of the Company shall be perpetual.

3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office and mailing address of the Company is 209 Phipps Plaza, Palm Beach, Florida 33480.

5. REGISTERED AGENT. The name and address of the initial registered agent for the Company is: Brian D. Kosoy, 209 Phipps Plaza, Palm Beach, Florida 33480.

6. ADDITIONAL MEMBERS. Members may admit additional members upon the consent of a majority in interest of the then existing members.

7. 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 member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of remaining members owning a majority-in-interest of the profits interests and of the capital interests of the Company.

8. MANAGEMENT. The Company shall be managed by its members, and their names and addresses are:

<u>Member</u>	<u>Address</u>
A. David Kosoy	209 Phipps Plaza Palm Beach, FL 33480

FILED
SEP 29 AM 10:00
CLERK OF DISTRICT COURT
STATE OF FLORIDA
PALM BEACH COUNTY


Brian D. Kosoy

209 Phipps Plaza
Palm Beach, FL 33480

The undersigned have executed these Articles of Organization on the 27th day of
September, 1999.

STERLING REALTY CAPITAL GROUP LLC

By: 

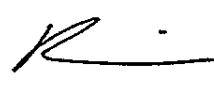
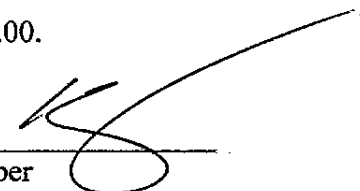
Brian D. Kosoy, Member 

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of the members of Sterling Realty Capital Group 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 \$1,000.00.
3. No property other than cash is being contributed by the members.
4. No additional cash or property is anticipated to be contributed by the members.
5. The total amount of contributions by the members is \$1,000.00.

FILED
99 SEP 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA


Brian D. Kosoy, Member 

(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.)

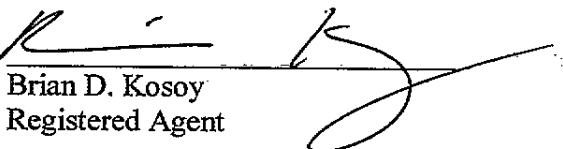
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: Sterling Realty Capital Group LLC.
2. The name and address of the registered agent and office is:

Brian D. Kosoy
209 Phipps Plaza
Palm Beach, Florida 33480

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 its 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.


Brian D. Kosoy
Registered Agent

Sept. 27, 1999
Date

FILED
99 SEP 29 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA