

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Libby Apartments, L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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4.) _____
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5.) _____
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF ORGANIZATION

OF

LIBBY APARTMENTS, 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 hereby set forth the following:

1. NAME

The name of the Limited Liability Company is:

LIBBY APARTMENTS, L.C.

2. PERIOD OF DURATION

This limited liability shall have perpetual existence.

3. PURPOSE

The purpose is to purchase an apartment building located at 1024-1026 Pennsylvania Avenue, Miami Beach, Dade County, Florida 33139, and to engage in such other business and activities as may be permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in limited liability companies organized and existing by virtue of said laws.

4. ADDRESS OF PLACE OF BUSINESS AND MAILING ADDRESS

The address of the place of business and mailing address in Florida for the

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Limited Liability Company is 2121 Ponce DeLeon Boulevard, Suite 1100, Coral Gables, Florida 33134.

5. REGISTERED AGENT

The name and address of the initial Registered Agent in Florida for the Limited Liability Company is **SANFORD B. HORWITZ**, 2121 Ponce DeLeon Boulevard, Suite 1100, Coral Gables, Florida 33134.

6. [INTENTIONALLY OMITTED]

7. [INTENTIONALLY OMITTED]

8. ADDITIONAL MEMBERS

This Limited Liability Company may admit additional members subject to approval by vote of a majority of the existing members.

9. CONTINUITY OF BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this Limited Liability Company subject to the approval by unanimous vote of the remaining members.

10. MANAGEMENT

The business and affairs of the Limited Liability Company shall be managed and all decisions shall be made by the unanimous vote of the members, each member having one vote for each percentage point (or the appropriate fraction thereof) of "percentage ownership" in the Limited Liability Company. Notwithstanding the same, the execution of any instrument, including deeds, mortgages, leases and other contracts, purporting to be signed on behalf of the Limited Liability Company by any two (2) members shall, as to any third party relying thereon, be conclusively presumed to have been the authorized act of the Limited Liability Company, and shall, for all purposes, bind it. The names, addresses and percentage ownership of the members of the Limited

Liability Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
Michael B. Goldstein and Irma Goldstein, husband and wife	2121 Ponce DeLeon Blvd. Suite 1100 Coral Gables, FL 33134	33 1/3
Sanford B. Horwitz and Janet L. Horwitz, husband and wife	2121 Ponce DeLeon Blvd. Suite 110 Coral Gables, FL 33134	33 1/3
David L. Lombardi and Shari B. Lombardi, husband and wife	975 Arthur Godfrey Road Miami Beach, FL 33140	33 1/3

MICHAEL B. GOLDSTEIN and IRMA GOLDSTEIN shall have 33-1/3 votes, **SANFORD B. HORWITZ and JANET L. HORWITZ** shall have 33-1/3 votes, and **DAVID L. LOMBARDI and SHARI B. LOMBARI** shall have 33-1/3 votes. As long as **MICHAEL B. GOLDSTEIN, SANFORD B. HORWITZ and DAVID L. LOMBARDI** are living and able to act, they shall be the voting member of their respective 33-1/3% interest.

11. REGULATIONS

The regulations of this Limited Liability Company may only be adopted, amended, altered or repealed by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

12. AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization by a majority vote of the

members, said votes being cast in the manner set forth in Paragraph 10 above.

Executed this 21ST day of OCTOBER, 1999.

Michael B. Goldstein (SEAL)
MICHAEL B. GOLDSTEIN

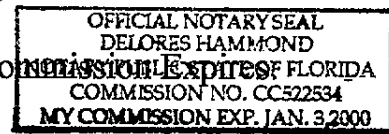
Irma Goldstein (SEAL)
IRMA GOLDSTEIN

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21ST day of OCTOBER, 1999, by **MICHAEL B. GOLDSTEIN**, member of **LIBBY APARTMENTS, L.C.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced N/A as identification.

Delores Hammond
Notary Public

My Commission Expires

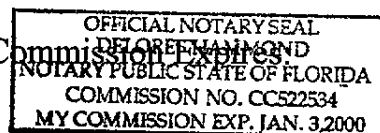


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21ST day of OCTOBER, 1999, by **IRMA GOLDSTEIN**, member of **LIBBY APARTMENTS, L.C.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced N/A as identification.

Delores Hammond
Notary Public

My Commission Expires



Executed this 21ST day of OCTOBER, 1999.

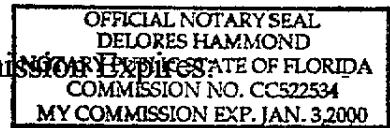
Sanford B. Horwitz (SEAL)
SANFORD B. HORWITZ
Janet L. Horwitz (SEAL)
JANET L. HORWITZ

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21ST day of OCTOBER, 1999, by **SANFORD B. HORWITZ**, member of **LIBBY APARTMENTS, L.C.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced N/A as identification.

Delores Hammond
Notary Public

My Commission Expires

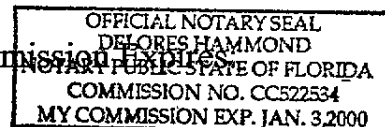


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

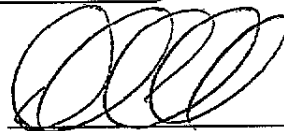
The foregoing instrument was acknowledged before me this 21ST day of OCTOBER, 1999, by **JANET L. HORWITZ**, member of **LIBBY APARTMENTS, L.C.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced N/A as identification.

Delores Hammond
Notary Public

My Commission Expires

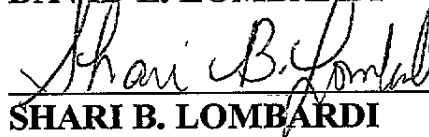


Executed this 7 day of OCTOBER, 1999.



(SEAL)

DAVID L. LOMBARDI

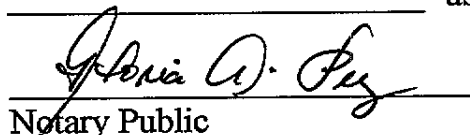


(SEAL)

SHARI B. LOMBARDI

STATE OF FLORIDA
COUNTY OF Miami-Dade

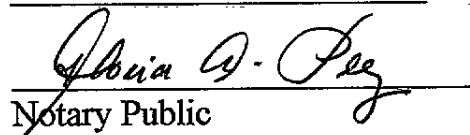
The foregoing instrument was acknowledged before me this 7 day of October, 1999, by **DAVID L. LOMBARDI**, member of **LIBBY APARTMENTS, L.C.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced _____ as identification.


Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF Miami-Dade

The foregoing instrument was acknowledged before me this 7 day of October, 1999, by **SHARI B. LOMBARDI**, member of **LIBBY APARTMENTS, L.C.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced _____ as identification.

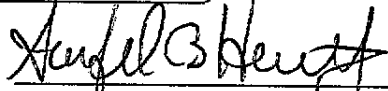

Notary Public

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING been appointed the Registered Agent of **LIBBY APARTMENTS, 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 **LIBBY APARTMENTS, L.C.**

Executed this 21 day of October, 1999.



**SANFORD B. HORWITZ,
REGISTERED AGENT**

B:HowrdAr.Org
JLS/dm (Corporations #6)
9/30/99