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LAW OFFICES
LES H. STEVENS, ESQUIRE
301 YAMATO ROAD
SUITE 3110
BOCA RATON, FLORIDA 33431

BOCA RATON: (561) 988-0299
BROWARD: (954) 424-7840
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November 18, 1999

Via UPS Next Day Air
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500003043325--0
-11/19/99-01073-021
****337.50 ****155.00

RE: SLS North Palm Beach Properties, L.C. / Incorporation
Our File No. 99-215

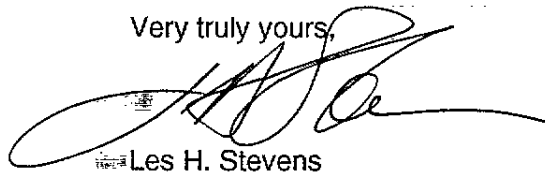
Gentlemen:

Enclosed are three (3) sets of the Articles of Organization for the above-referenced company, along with this firm's check in the sum of \$337.50, which represents the filing fee and fee for providing a certified copy of the filed document.

Please forward the Certificate of Organization to this office as soon as practicable. I have enclosed a UPS Airbill for your convenience.

Thank you for your assistance in this matter.

Very truly yours,



Les H. Stevens

LHS/ns
enclosures (check)

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TALLAHASSEE, FLORIDA

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11-30-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 23, 1999

LES H. STEVENS
LES H. STEVENS, ESQ.
301 YAMATO RD., STE. 3110
BOCA RATON, FL 33431

SUBJECT: SLS NORTH PALM BEACH PROPERTIES, L.C.
Ref. Number: W99000026888

We have received your document for SLS NORTH PALM BEACH PROPERTIES, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please complete and sign the enclosed application for refund, and return it to my personal and confidential attention at the address below.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 799A00055947

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SLS NORTH PALM BEACH PROPERTIES, L.C.**

ARTICLE I - NAME

The name of the limited liability company is SLS NORTH PALM BEACH PROPERTIES, L.C.
(the "Company")

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 6553 Landings Court, Boca Raton, Florida 33496.

ARTICLE III - DURATION

The term of the Company's duration is perpetual.

ARTICLE IV - NATURE OF COMPANY BUSINESS AND POWERS

The general nature of the business to be transacted by this Limited Liability Company shall be:

A. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Limited Liability Company enumerated in these Articles of Organization, or any amendment thereof, necessary or incidental to the protection and benefit of this Limited Liability Company; and, in general, either alone or in association with other business entities or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Limited Liability Company.

B. To conduct and transact any business authorized and not prohibited by law.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by Members, and the names and addresses of such Members who are to serve as managers are:

Howard M. Saperstein
6553 Landings Court
Boca Raton, Florida 33496

James Sayer
14731 67th Trail North
Palm Beach Gardens, FL 33418

Jay Levin
6578 Landings Court
Boca Raton, FL 33496

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional Members will be admitted only with the unanimous consent of all Members and upon such terms as are unanimously agreed by all the Members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

In the event of 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

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Member in the Company, the remaining Members of the company shall have the right to continue the business of the Company if they unanimously agree to continue the business of the Company. The remaining Members must agree within sixty (60) days from the date of such event whether or not to continue the business of the company. In the event that the remaining Members fail to continue the business of the company within such sixty (60) days, the company shall be dissolved and liquidated in accordance with the provisions of the Act.

ARTICLE VIII - INTERNAL OPERATIONS

The manner in which the Company conducts its business and affairs, the duties, authorities, rights and obligations of its Members, to the extent not expressly required by and provided for in the Act, shall be set forth in the Operating Agreement adopted by the initial members of the Company. Said Operating Agreement may from time to time be amended in accordance with the provisions contained therein.

In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

In witness whereof, executed this 24 day of November, 1999.


Les H. Stevens, Esquire,
Authorized Representative

State of Florida)
)ss.
County of Palm Beach)

BEFORE ME, an officer authorized to administer oaths, appeared, Les H. Stevens, Esquire, as Authorized Representative, [☒] who is personally known to me [☐] who presented _____ as identification to be the person described in and who executed the foregoing instrument, [☐] who took [☒] did not take an oath, and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of November, 1999.



BRIAN S. LEIFERT
My Commission CC533614
Expires Feb. 19, 2000


Notary Public, State of Florida
Print Name: _____

My Commission Expires:

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

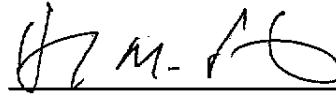
Pursuant to the provisions of §608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is SLS NORTH PALM BEACH PROPERTIES, L.C.

2. The name and the Florida street address of the registered agent are:

Howard Saperstein
6553 Landings Court
Boca Raton, Florida 33496

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 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.



Howard Saperstein

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