

L 99 00000 8704

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000031588 9))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)541-3694
Fax Number : (305)541-3770

LIMITED LIABILITY COMPANY

BAY AREA MALL INVETORS, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

L99-8704

Name	OK
Availability	12-13
Document	OK
Examiner	OK
Updater	OK
Updater	OK
Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

DEC-13-1999 09:30

EMPIRE CORP

305 541 3770 P.01/04



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 13, 1999

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BAY AREA MALL INVESTORS, L.L.C.
REF: W99000028287

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H99000031588
Letter Number: 999A00058342

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 DEC 13 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 13 AM 9:37

H99000031588

ARTICLES OF ORGANIZATION
OF
BAY AREA MALL INVESTORS, L.L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is: BAY AREA MALL INVESTORS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 363 Granello Avenue, Coral Gables, Florida 33146.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The limited Liability Company is to be managed by the following member and the name and address of such managing members is:

<u>Name</u>	<u>Address</u>
Gulfside Clearwater, L.L.C.	363 Granello Avenue Coral Gables, FL 33146

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Limited Liability Company is December 10, 1999.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization this 10 day of December, 1999.

Prepared:
Norman S. Weider, Esq.
100 S.E. 2 St. #3950
Miami, FL 33131
(305) 371-6338 - FL BAR #150388


Jackson Ward
Managing Member

H99000031588

FILED
99 DEC 13 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000031588

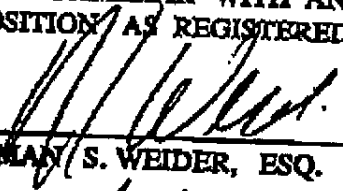
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Bay Area Mall Investors, L.L.C.
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3950
Miami, Florida 33131

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


NORMAN S. WEIDER, ESQ.

DATE: 12/10/99

FILED
99 DEC 13 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000031588