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LIMITED LIABILITY COMPANY

DACRA POWER PLANT VILLAGE LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION OF
DACRA POWER PLANT VILLAGE LLC**

The undersigned, being authorized to execute and file these Articles, hereby forms a limited liability company under the laws of the State of Florida to be known as Dacra Power Plant Village LLC (the "Company").

ARTICLE I — Name

The name of the Company is Dacra Power Plant Village LLC

ARTICLE II — Address

The mailing address and street address of the initial principal office of the Company is 230 Fifth Street, Miami Beach, FL 33139, or at another place which the managing member selects.

ARTICLE III — Duration

The term of existence of the Company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved as set forth in Article V below.

ARTICLE IV — Management

The Company shall be managed by its members. The names and addresses of the members are set forth below:

Dacra Power Plant Village, Inc.
230 Fifth Street
Miami Beach, FL 33139

Mr. Craig Robins
c/o Dacra Development Corp.
230 Fifth Street
Miami Beach, FL 33139

The name and address of the managing member is set forth below:

Dacra Power Plant Village, Inc.
230 Fifth Street
Miami Beach, FL 33139

The managing member shall have full, exclusive and complete discretion, power and authority, subject in all cases to these Articles of Organization, and the requirements of applicable law, to manage, control, administer, and operate the business and affairs of the Company and to make all decisions affecting such business and affairs. No person other than the managing member shall have any right or authority to act for or bind the Company except as expressly permitted in these Articles of Organization, or as required by law.

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ARTICLE V - Dissolution of Company

The Company may be dissolved only in accordance with the Florida Limited Liability Company Act (the "Act") and any Regulations of the Company as may be adopted from time to time by the members of the Company.

ARTICLE VI — Admission of Additional Members

Additional Members may be admitted to the Company only with the unanimous written consent of all members. Any such additional members shall be subject to and required to comply with the Act, these Articles of Organization, any Regulations adopted by the Members of the Company from time to time, and such other agreements, rules, or guidelines or documents as the members may from time to time determine in their sole discretion.

ARTICLE VII — Members' Rights to Continue Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, dissolution or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company.

ARTICLE IX - Registered Agent and Registered Agent Address

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Linda Ebin, Esq.
Cobb & Ebin P.A.
Mellon United National Bank Building
1399 S.W. First Avenue, Suite 301
Miami, FL 33130-4388

ARTICLE X - Amendment to Articles of Organization

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly-called meeting of the members as such other matter in accordance with the Act and any Regulations of the Company adopted by members from time to time.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 27th day of Dec., 1999.

DACRA POWER PLANT VILLAGE, INC.,
a Florida corporation

By: _____
Craig Robins, President

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SWORN TO and SUBSCRIBED before me this 2nd day of Dec., 1999 by Craig Robins, as President of Dacra Power Plant Village, Inc., a Florida corporation, on behalf of that corporation. He is personally known to me or has produced _____ as identification.

Rhoda Golden

Notary Public, State of Florida

My Commission No.: CC 301125

My Commission Expires: 1/8/03



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Having been named as registered agent for service of process for Dacra Power Plant Village LLC, a 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 as provided for in Chapter 608, F.S.

DATED this 30th day of January 1999.



Linda Ebin

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