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AUTHORIZATION :

Patricia Pujato

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORDER DATE : January 24, 2000

ORDER TIME : 11:55 AM

ORDER NO. : 562032-005

CUSTOMER NO: 85437A

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CUSTOMER: Mark S. Weinberg, Esq
SMITH & SUPRASKI, P.A.
SMITH & SUPRASKI, P.A.
Second Floor
2450 N.e. Miami Gardens Drive
Miami, FL 33180

DOMESTIC FILING

NAME: BLUE ROCK DEVELOPMENT, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

L00-859

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BLUE ROCK DEVELOPMENT, LLC**

THE UNDERSIGNED, hereby forms a Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608 and adopt as the Articles of Organization of such Limited Liability Company the following:

ARTICLE I

NAME

The name of this Limited Liability Company is **BLUE ROCK DEVELOPMENT, LLC**

ARTICLE II

PERIOD OF DURATION

The period of duration of this Limited Liability Company shall be perpetual from the date of filing these Articles with the Department of State of Florida, unless sooner dissolved as provided by statute or by agreement of the members.

ARTICLE III

ADDRESS

The mailing address and street address of the principal office of the Company shall be:

1335 Lincoln Road
Miami Beach, Florida 33139

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

LOUIS A. SUPRASKI, ESQ.
SMITH & SUPRASKI, P.A.
2450 N.E. Miami Gardens Drive
Second Floor
North Miami Beach, Florida 33180

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TALLAHASSEE, FLORIDA

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ARTICLE V

CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company as set forth in the Operating Agreement of the company.

ARTICLE VI

ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the prior written consent of a majority of the members of the Company or on such terms and conditions as may be determined in accordance with Regulations of the Company.

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ARTICLE VII

TERMINATION OF EXISTENCE

The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company. The business of the Company may be continued by the written consent of a majority of the remaining members or on such terms and conditions as may be determined in accordance with Regulations of the Company.

ARTICLE VIII

MANAGEMENT

The Company shall be managed by the following managing members:

- 1) ISAAC SKLAR and
- 2) DOV DUNAEVSKY.

The names and addresses of the members of the Company are:

37TH STREET REALTY CORP. 1335 Lincoln Road
ISAAC MEISELS, PRESIDENT Miami Beach, Florida 33139

ISAAC SKLAR 1335 Lincoln Road
Miami Beach, Florida 33139

DOV DUNAEVSKY 4409 Alton Road
Miami Beach, Florida 33140


SARITA RESNICK 4201 Collins Avenue, #14A
Miami Beach, Florida 33140

JAMES RESNICK 1228 Alton Road
Miami Beach, Florida 33139

HARRY LABOWITZ 4301 Collins Avenue, #606
Miami Beach, Florida 33140

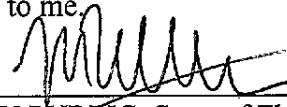
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizers and members have made and subscribed these Articles of Organization at Miami-Dade County, Florida, on this 20 day of January, 2000.


ISAAC SKLAR, Managing Member

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to, subscribed and acknowledged before me this 20th day of January 2000, by ISAAC SKLAR, who is personally known to me.


NOTARY PUBLIC, State of Florida

My Commission Expires:



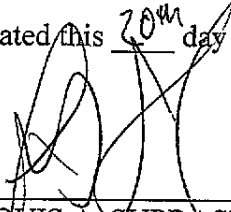
Mark S. Weinberg
MY COMMISSION # CC874073 EXPIRES
November 5, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of BLUE ROCK DEVELOPMENT, LLC, as the Registered Agent of the foregoing Limited Liability Company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity.

The undersigned states that he is familiar with and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as Registered Agent, and is familiar with and accepts the obligations of the position of Registered Agent.

Dated this 20th day of January 2000.



LOUIS A. SUPRASKI, ESQ.
SMITH & SUPRASKI, P.A.
2450 N.E. Miami Gardens Drive
Second Floor
N. Miami Beach, Florida 33180
Phone No. (305) 792-0060

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