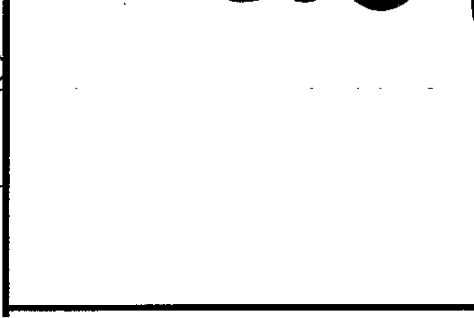


LO1000008004

Requester's Name
9 Greenway Plaza, Ste
Address
Houston, TX 77046
City/State/Zip Phone #



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

100004219861--3
-05/16/01--01063--001
***960.00 ***160.00

FILED
MAY 16 PM 3:53
CLERK OF COURTS
HOUSTON, TEXAS

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

LO1-8004
OR

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
PICTURE FOUR, L.C.**

The undersigned, Joanne Epstein, President of Evergreen Properties, Inc., which desires to become a member of and to act as an organizer of a limited liability company (the "Company") under the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I.

The name of the Company is Picture Four, L.C.

ARTICLE II.

The mailing address and principal office of the Company is 7910 Tennyson Court, Boca Raton, Florida 33433.

ARTICLE III.

The Company shall have perpetual existence.

ARTICLE IV.

The Company is to be managed by a manager or managers and the initial manager is:

Joanne Epstein
121 N. Post Oak Lane, Apt. 201
Houston, Texas 77024

ARTICLE V.

The name and street address of the initial registered agent of the Company is:

Deborah Epstein Firestone
7910 Tennyson Court
Boca Raton, Florida 33433

FILED
01 MAY 16 PM 3:53
SECRETARY OF STATE
FLORIDA

ARTICLE VI.

The street address of the initial registered office of the Company is 7910 Tennyson Court, Boca Raton, Florida 33433.

ARTICLE VII.

The Company's sole purpose shall be to acquire and finance certain real property and any improvements thereon and to lease and hold for investment purposes certain real property situated in Broward County, Florida, described as 2037 S.E. 3rd Street.

ARTICLE VIII.

The Company shall be composed of members whose rights, obligations, duties, responsibilities, and benefits shall be as set forth in regulations adopted by the manager. The right to alter, amend or repeal the regulations at any time and from time to time shall be vested in the manager.

14th IN WITNESS WHEREOF, the undersigned hereunto shall have set their hands on this day of May, 2001.

EVERGREEN PROPERTIES, INC.

By: Joanne Epstein
Joanne Epstein, President

O:\107\107985\0098\picturconcartorg.wpd\050920011049

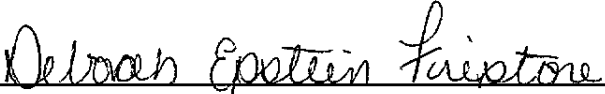
FILED
01 MAY 16 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND
REGISTERED OFFICE**

PICTURE FOUR,.L.C., a Florida limited liability company (the "Company") files this statement for the designation of registered office and registered agent.

1. The name of the limited liability company is "Picture Four, L.C."
2. The post office address of the Company's registered agent is 7910 Tennyson Court, Boca Raton, Florida 33433.
3. The name of the Company's registered agent is Deborah Epstein Firestone.
4. The post office address of the registered agent and the post office address of the business office of the registered agent is Deborah Epstein Firestone, 7910 Tennyson Court, Boca Raton, Florida 33433.

EXECUTED this the 14th day of May, 2001.



Deborah Epstein Firestone

OA\107\107985\0098\picturefour.desig.wpd\051120011542

FILED
01 MAY 16 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA