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LIMITED LIABILITY COMPANY

PHOENIX PLACE, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
PHOENIX PLACE, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), does hereby adopt the following Articles of Organization:

ARTICLE I.

NAME

The name of the limited liability company is Phoenix Place, LLC (the "Company").

ARTICLE II.

PURPOSE

The Company is organized to purchase, acquire, buy, sell, own, trade in, hold, develop, lease, manage, subdivide, and otherwise deal in real property and improvements and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose. In addition to the purposes previously described, the Company is organized to engage in any business permitted under the Act.

ARTICLE III.

PERIOD OF DURATION

The duration of the Company shall be perpetual, subject to termination by the unanimous written agreement of the Members.

ARTICLE IV.

ADDRESS

The mailing address and street address of the principal office of the Company is 400 West Atlantic Avenue, 2nd Floor, Delray Beach, Florida 33444.

ARTICLE V.

REGISTERED OFFICE AND AGENT

The name and address of the Company's initial registered agent in the State of Florida is Jimmy Weatherspoon, 130 NW 8th Avenue, Delray Beach, Florida 33444.

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ARTICLE VI**ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted upon the unanimous consent of the Members of the Company. Capital contributions required of new Members shall be determined as of the time of admission to the Company.

ARTICLE VII**RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event which terminates the membership of a Member in the Company, the existence and business of the Company shall be continued by the remaining Members without the necessity for the consent or vote of the Members.

ARTICLE VIII**MANAGEMENT**

The Company shall be a manager-managed company, and its business affairs shall be conducted, carried on and managed by two or more Managers, who may, but need not, be Members. The names and addresses of the initial Managers of the Company are Jimmy Weatherspoon, 130 NW 8th Avenue, Delray Beach, Florida 33444, and William Sanders, 400 West Atlantic Avenue, Suite 200, Delray Beach, FL 33444.

ARTICLE IX**CAPITAL CONTRIBUTIONS**

The Members shall contribute cash to the Company in the amounts agreed upon by the Members from time to time.

IN WITNESS WHEREOF, the undersigned Member or authorized representative of a Member of the Company has executed these Articles of Organization this 24 day of January, 2002.

Delray Phoenix, Inc.

By: Jimmy Weatherspoon
Jimmy Weatherspoon, President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
OF PHOENIX PLACE, LLC**

Pursuant to the provisions of Section 608.415 of the Florida Limited Liability Company Act, PHOENIX PLACE, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the state of Florida.

1. The name of the Company is PHOENIX PLACE, LLC.
2. The name of the registered agent and the address of the registered office are:

Jimmy Weatherspoon
130 NW 8th Avenue
Delray Beach, Florida 33444

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.


Jimmy Weatherspoon

Dated: January 28, 2002

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