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LIMITED LIABILITY COMPANY

R&R Valencia 44, LLC

11/25 EST

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
R&R Valencia 44, LLC

Article II. Address

The Company's street and mailing address is:
R&R Valencia 44, LLC
4656 SW Honey Terrace
Palm City FL 34990

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Angelo Barry & Boldt, P.A.
515 East Las Olas Boulevard
Suite 850
Fort Lauderdale FL 33301

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Bryan Haagenson | FL Bar Member 157627
Angelo Barry & Boldt, P.A.
515 East Las Olas Boulevard
Suite 850
Fort Lauderdale FL 33301
954-766-9930

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Article V. Management

This will be a member-managed company. The name and address of each member is:

MARC ROBERTS
4656 SW Honey Terrace Palm City FL 34990
ROBERT SCHWARTZ
4656 SW Honey Terrace Palm City FL 34990

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TALLAHASSEE, FLORIDA

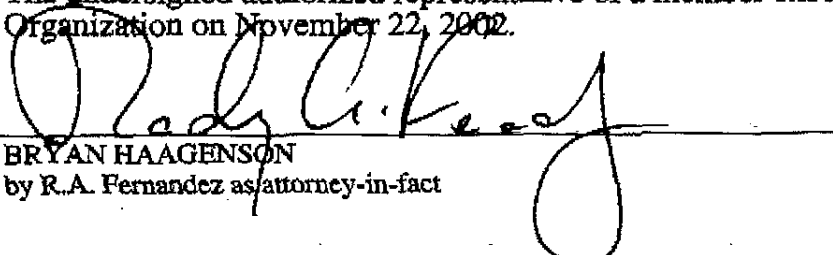
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Article VI. Company Existence

The Company's existence shall begin effective as of November 22, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on November 22, 2002.


BRYAN HAAGENSON
by R.A. Fernandez as attorney-in-fact

Bryan Haagenson | FL Bar Member 157627
Angelo Barry & Boldt, P.A.
515 East Las Olas Boulevard
Suite 850
Fort Lauderdale FL 33301
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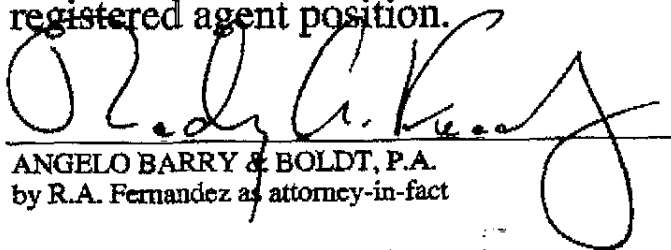
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
R&R Valencia 44, LLC

REGISTERED AGENT/OFFICE:
Angelo Barry & Boldt, P.A.
515 East Las Olas Boulevard
Suite 850
Fort Lauderdale FL 33301

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ANGELO BARRY & BOLDT, P.A.
by R.A. Fernandez as attorney-in-fact

Date: November 22, 2002

Bryan Haagenon | FL Bar Member 157627
Angelo Barry & Boldt, P.A.
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Fort Lauderdale FL 33301
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