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(Requestor's Name)

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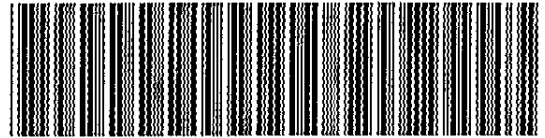
(Business Entity Name)

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Stone & Pestcoe, P.A.

Westside Corporate Center
150 South Pine Island Road • Suite 540
Plantation, Florida 33324
Telephone (954) 617-0300
Telecopy (954) 617-0304

<http://www.sp-law.net>

DAVID STONE
SCOTT L. PESTCOE

Email: spestcoe@sp-law.net

Museum Tower 20th Floor
150 West Flagler Street
Miami, Florida 33130
Telephone (305) 374-0011

Reply to : Plantation

January 13, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
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Re: Articles of Incorporation of FONTAINEBLEAU II 1609, LLC.

Dear Sir/Madam:

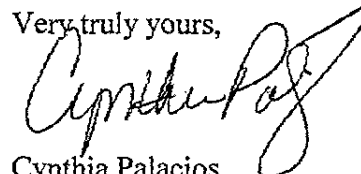
Please find enclosed an executed original Articles of Incorporation of **FONTAINEBLEAU II 1609, LLC.**

Enclosed please find this firm's check in the amount of \$155.00 which represents the following:

\$100.00	Filing Fee
\$25.00	Registered Agent Designation
\$30.00	Certified Copy Fee

Should there be any questions, please contact our office immediately.

Very truly yours,



Cynthia Palacios
Firm Legal Secretary

/cp
Enc.

**ARTICLES OF ORGANIZATION OF
FONTAINEBLEAU II 1609, LLC.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is **FONTAINEBLEAU II 1609, LLC.**

ARTICLE II

DURATION

The existence of the Company shall commence as of the date these Articles of Organization are filed by the Department of State and shall continue in perpetuity from that date unless earlier dissolved in accordance with the provisions of Article VI herein.

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ARTICLE III

ADDRESS

The mailing address and the street address of the principal office of the Company is c/o Stone & Pestcoe, P.A., Westside Corporate Center, 150 South Pine Island Road, Suite 540, Plantation, Florida 33324.

ARTICLE IV

INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is Scott L. Pestcoe at Stone & Pestcoe, P.A., Westside Corporate Center, 150 South Pine Island Road, Suite 540, Plantation, Florida 33324.

ARTICLE V

ADDITIONAL MEMBERS

Additional Members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the Company, which consent may be unreasonably withheld.

ARTICLE VI

MANAGEMENT

The management of the Company shall be vested in its managers which shall consist of one (1) individual duly elected by the Members in the manner set forth in the Regulations of the Company. The name and address of the initial manager who is to serve as manager until the first annual meeting of the Members or until his successors shall have been duly elected and qualified is as follows:

Name

Address

Michail Kandov

40 Fleet Street
Forest Hills Gardens, New York 11375

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ARTICLE VII

REGULATIONS

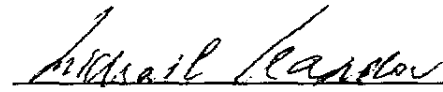
The regulation and management of the affairs of the Company shall be governed by the Regulations of the Company. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members of the company.

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this ____ day of _____, 2003.



MICHAIL KANDOV

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STATE OF NEW YORK)

) ss:

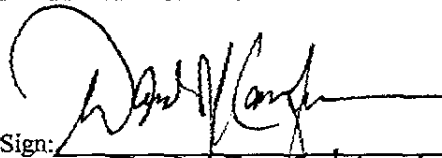
COUNTY OF _____)

Sworn to and subscribed before me this _____ day of _____ 2002, by MICHAEL KANDOV.

() Personally known to me; or

() Produced Identification; Type of Identification produced _____

NOTARY PUBLIC:

Sign: 
Print Name: DAVID J. KAUFMANN
Commission No.: _____
My Commission Expires: _____

DAVID J. KAUFMANN
Notary Public State of New York
No. 02KA5045239
Qualified in Westchester
Commission Expires June 12, 20 03

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of FONTAINEBLEAU II 1609, LLC., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of FONTAINEBLEAU II 1609, LLC.

Date: Jan. 13, 2003


SCOTT L. PESTCOE

Initial Registered Agent

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