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TALLAHASSEE, FLORIDA



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LAW OFFICES
KROOP & SCHEINBERG, P.A.
SOUTH BAY CLUB - SUITE C-1
800 WEST AVENUE
MIAMI BEACH, FLORIDA 33139

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RICHARD I. KROOP

ALSO ADMITTED IN COLORADO

BRUCE J. SCHEINBERG

CERTIFIED FAMILY MEDIATOR
COUNTY CIVIL COURT MEDIATOR

AREA CODE 305
538-7575

FAX
AREA CODE 305
538-4676

February 13, 2004

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

Re: 1024-1026 PENN, LLC
1330 COLLINS, LLC
1360 COMMODORE LLC
COLONY HOTEL, LLC

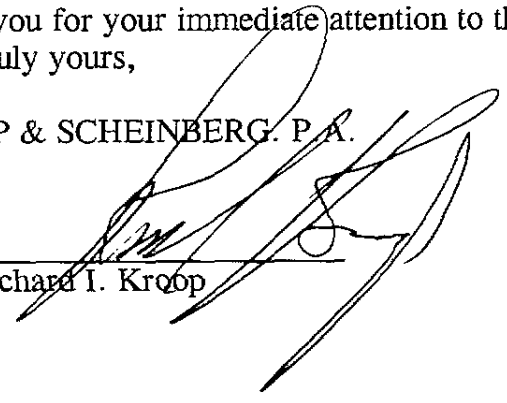
Gentlemen:

Enclosed please find an original and one cope of each of the above listed Articles Of Organization. Also enclosed is my check in the amount of \$500.00 which represent the filing fee for all.

As soon as possible, please return a stamped copy of each.

Thank you for your immediate attention to this matter.
Very truly yours,

KROOP & SCHEINBERG, P.A.

By: 
Richard I. Kroop

RIK:bg

ARTICLES OF ORGANIZATION

OF

1024-1026 PENN, LLC

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I: NAME OF LIMITED LIABILITY COMPANY

The name of the Company shall be 1024-1026 PENN, LLC.

ARTICLE II: PURPOSE

The purpose for which this Limited Liability Company is organized to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Company is 35 N. HIBISCUS DRIVE, MIAMI BEACH, FLORIDA 33139.

ARTICLE IV: TERM OF EXISTENCE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

ARTICLE V: REGISTERED OFFICE AND AGENT

The name and address of the initial registered office of the Company in the State of Florida is Richard Kroop, Esq. 800 West Avenue, Suite C-1, Miami Beach, Florida, 33139.

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ARTICLE VI: MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

ARTICLE VII: ORGANIZER

The name and address of the person signing these Articles of Organization as Organizer is:

JIM CAVANAUGH

35 NORTH HIBISCUS DRIVE

MIAMI BEACH FL 33139

IN WITNESS WHEREOF, the undersigned Organizer executed these Articles of Organization this 13 day of February, 2004.

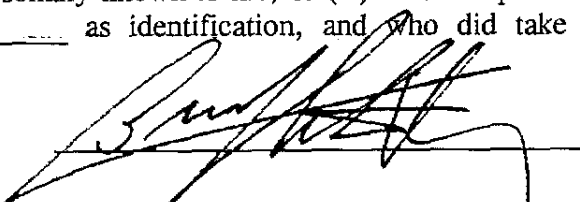

JIM CAVANAUGH

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 13th day of February, 2004, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JIM CAVANAUGH, known to me to be the person described herein and who executed the foregoing instrument, who acknowledged before me that she executed the same, who is (x) personally known to me, or () who has produced _____ as identification, and who did take an oath.



Bruce J. Scheinberg
MY COMMISSION # DD062179 EXPIRES
December 30, 2005
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE

The undersigned, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.



(Name) RICHARD KROOP