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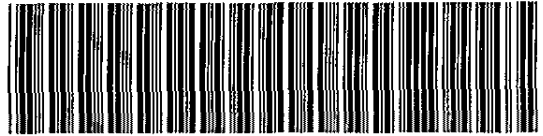
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Coral Gate Ventures, L.C.

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- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
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- Courier _____

Signature _____

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Name _____

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**Articles of Organization
Of
Coral Gate Venture, L.L.C.**

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THE UNDERSIGNED, being the authorized representative of all of the Members of Coral Gate Venture, L.L.C., a Florida limited liability company formed hereunder, does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

FIRST: The name of this company shall be:

Coral Gate Venture, L.L.C.

SECOND: The term of existence of this Company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

THIRD: This Company may engage in any activity or business permitted under the laws of the State of Florida.

FOURTH: The initial mailing address and principal place of business of this Company shall be 1666 Kennedy Causeway, Suite 610, North Bay Village, FL 33141 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

FIFTH: The name of the initial registered agent of this Company in the State of Florida is Mitchell E. Jacobs, Esquire, whose address is 15001 NW 42nd Avenue, Miami, FL 33054.

SIXTH: The Company shall be managed by one or more managers appointed by it's members. The names and addresses of the initial managers who shall continue to serve until replaced by the members is set forth below as follows:

John Lasry
19024 NE 29th Avenue
Aventura, FL 33180

Henry Konckier
1666 Kennedy Causeway
Suite 610
North Bay Village, FL 33141

Pascal Lasry
19024 NE 29th Avenue

Aventura, FL 33180

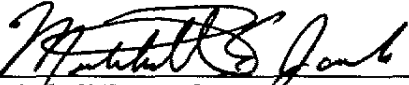
Coral Gate Venture, Inc.
1666 Kennedy Causeway
Suite 610
North Bay Village, FL 33141

Robert Sherman
1666 Kennedy Causeway
Suite 610
North Bay Village, FL 33141

SEVENTH: No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

EIGHTH: Members may adopt, alter, amend, or repeal any provision of these Articles of Organization upon the affirmative vote of all of the members.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in his representative capacity as the duly appointed representative of all of the members of this Company on this 3rd day of February, 2005. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts state herein are true.



Mitchell E. Jacobs,
Member Representative

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

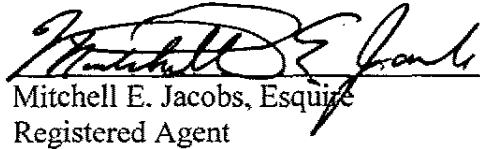
In compliance with Section 608.415, Florida Statutes, it is submitted that Coral Gate Venture, L.L.C., desiring to organize under the laws of the State of Florida as a limited liability company, has named Mitchell E. Jacobs, Esquire, whose address is 15001 NW 42nd Avenue, Miami, FL 33054, as its agent to accept service of process within Florida (registered agent).



Mitchell E. Jacobs
Member Representative

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Florida limited liability company at the place designated in the Articles of Organization and in the certificate, I hereby agree, on this 3rd day of February, 2005, to accept appointment as registered agent and to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.


Mitchell E. Jacobs, Esquire
Registered Agent

llc.coralgateventure