

L05000049384

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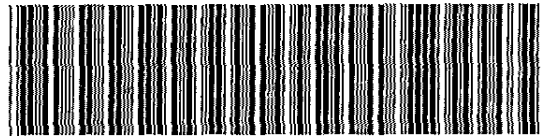
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 377147 4385680

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 17, 2005

ORDER TIME : 10:26 AM

ORDER NO. : 377147-005

CUSTOMER NO: 4385680

CUSTOMER: Ms. Vicky Garrigo
Meland Russin Hellinger &
Budwick, P.a.
Suite 3000
200 S. Biscayne Blvd.
Miami, FL 33131

DOMESTIC FILING

NAME: BOYMELGREEN DEVELOPERS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
BOYMELGREEN DEVELOPERS, LLC

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ARTICLE I - Name

The name of the company is BOYMELGREEN DEVELOPERS, LLC (the "Company").

ARTICLE II - Duration

The period of duration for the Company shall be perpetual or to the maximum amount of time allowed by law unless dissolved according to the law.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company is:

3050 Biscayne Boulevard
Suite 700
Miami, Florida 33131

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Company and the street address of the registered office of this Company is:

Meland, Russin, Hellinger & Budwick, P.A.
Attn: Andrew B. Hellinger, Esq.
3000 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V- Management

The Company is to be managed by its managing member who is:

Jeshayahu Boymelgreen
700 Pacific Street
Brooklyn, New York 11217

ARTICLE VI - Purpose

This Company is organized for the purposes of transacting any and all lawful business authorized to limited liability companies organized in Florida.

ARTICLE VII - Admission of Additional Members

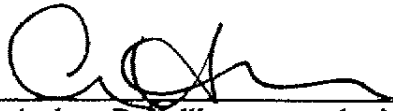
The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

ARTICLE VIII - Members Rights to Continue Business

The members of the Company shall not have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company unless the business of the Company is continued by the consent of all of the remaining members.

IN WITNESS WHEREOF, I have hereunto affixed my hand, as an authorized representative this limited liability company on this 17 day of May, 2005.

BOYMELGREEN DEVELOPERS, LLC

By: 
Andrew B. Hellinger, as authorized
representative of members

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the Limited Liability Company is:

BOYMELGREEN DEVELOPERS, LLC

- 2) The name and address of the registered agent and office is:

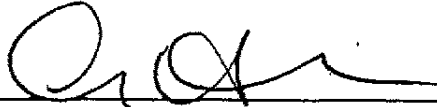
Meland, Russin, Hellinger & Budwick, P.A.
3000 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
Attn: Andrew B. Hellinger, Esq.

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.

Meland, Russin, Hellinger & Budwick, P.A.

5-17-05
Date

By: _____


Andrew B. Hellinger, Vice President