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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

city properties, llc

07/05/05

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 1, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CITY PROPERTIES, LLC
REF: W05000032037

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

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Division of Corporations - P.O. BOX 6827 -Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

4

CITY PROPERTIES, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to Chapter 608, Florida Statutes)

Name. The name of the limited liability company is :

CITY PROPERTIES, LLC

Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

Address of Principle Office. The mailing address and principal address of the limited liability company is:

1930 Harrison Street, Suite 503
Hollywood, Florida 33020

Registered Agent. Fred Hochsztein

Registered Office. The office of the registered office is

1930 Harrison Street, Suite 503
Hollywood, Florida 33021

Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.

Period of Duration. The period of duration shall be perpetual.

Management. Management of the Limited Liability Company at the time of formation is reserved for the initial member(s) whose name(s) and address(es) are as follows:

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Initial Members:

MARC WEXLER
P.O. Box 221800
Hollywood, Florida 33022

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Additional Members. The names and addresses of additional members(s) are as follows:

None

Addition of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and new member.

Members Right to Continue Business The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.



FRED HOCHSZTEIN
Authorized Representative of a Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

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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 submits the following statement to designate a registered office and registered agent in the state of Florida.

Name. The name of the limited liability company is:


CITY PROPERTIES, LLC

Registered Office. The address of the registered office of the limited liability company is :

1930 Harrison Street, Suite 503
Hollywood, Florida 33020

Registered Agent. FRED HOCHSZTEIN, is appointed, and by his signature below accepts appointment, to act as the Registered agent of

Having been named as registered agent and to accept service of process for the above state 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.


FRED HOCHSZTEIN

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