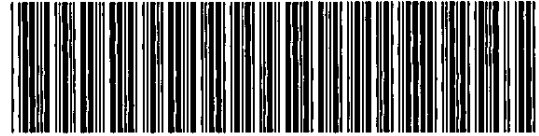


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

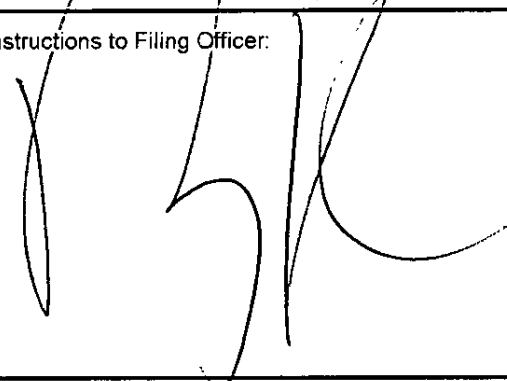
PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 953749 7117422

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 18, 2007

ORDER TIME : 10:32 AM

ORDER NO. : 953749-005

CUSTOMER NO: 7117422

DOMESTIC FILING

NAME: ATLANTIS REAL ESTATE HOLDINGS,
LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION OF
ATLANTIS REAL ESTATE HOLDINGS, LLC
A LIMITED LIABILITY COMPANY**

FILED
07 JUN 18 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I

The name of the Limited Liability Company is: ATLANTIS REAL ESTATE HOLDINGS, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is: Atrium Suite, 1 Florida Park Drive South, Palm Coast, FL 32137.

ARTICLE III

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager(s) is/are:

Denis Eagle, c/o Capital Real Estate Group, 7 Penn Plaza, Ste. 820, New York, NY 10001, Co-Manager

David Siegel, c/o Capital Real Estate Group, 7 Penn Plaza, Ste. 820, New York, NY 10001, Co-Manager

Leonard Rutkowitz, c/o Capital Real Estate Group, 7 Penn Plaza, Ste. 820, New York, NY 10001, Co-Manager

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be set forth in the Operating Agreement.

I have signed these Articles of Organization and acknowledged them to be my act this 8th day of June, 2007.



B. PAUL KATZ, AGENT

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED FOR
ATLANTIS REAL ESTATE HOLDINGS, LLC**

IN COMPLIANCE WITH SECTION 608.507, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT THE UNDERSIGNED AGENT, DESIRING TO ORGANIZE OR
QUALIFY THE ABOVE REFERENCED LIMITED LIABILITY COMPANY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
1 FLORIDA PARK DRIVE SOUTH, ATRIUM SUITE, PALM COAST, FLORIDA, 32137;
HAS NAMED B. PAUL KATZ, LOCATED AT 1 FLORIDA PARK DRIVE SOUTH, ATRIUM
SUITE, PALM COAST, FLORIDA 32137, AS ITS REGISTERED AGENT AND OFFICER
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



B. PAUL KATZ, Agent

Date: 6/8/07

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



B. PAUL KATZ, REGISTERED AGENT

DATE: 6/8/07