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HARRIS DOW (L.C.)
MELVIN A. DOW
EDMUND L. COGBURN
BERNARD C. DOW
ABRAHAM P. FRIEDMAN
VINCENT L. MARINO
PAUL M. FASTERWOOD
JOHN M. HELMS
GEORGE A. MUSTAY
H. EDWARD WILLIAMSON
IRVING C. STERN
K. GREGORY ERWIN
BRUCE W. MERWIN
KENNETH H. KATES
WARREN A. HOFFMAN
BARRY E. PUTTERMAN
JEFF D. LEFKOWITZ
IRENE KOPELMAN CRUDEN

DOW, COGBURN & FRIEDMAN, P.C.

ATTORNEYS AT LAW
SUITE #300 THE COASTAL TOWER
9 GREENWAY PLAZA
HOUSTON, TEXAS 77040
AREA CODE 713
678-8800
TELECOPIER 640-8088

KENNETH L. VICKERS
MICHAEL J. ...
MARLENE MARTIN
THOMAS J. McCAFFREY
DAVID L. PYBUS

J. W. BEVERLY
HENRY J. BLUM
KEVIN B. CRAWFORD
P. RANDALL CRUMH
ERIC SCOT DIXON
SANFORD L. DOW
JOHN C. DUNNE
LAUREN DAYLE FRIEDMAN
KEVIN P. HANRATTY
TAMMIE B. HAYNES
DEREK J. LISK
SCOTT J. THOMAS
OF COUNSEL
CLARENCE A. WEST
DAVID J. OWENS

April 3, 1996

The Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/04/96--01000--003
***337.50 ***337.50

RE: Madison XIII, L.C.

Gentlemen:

Enclosed is a check payable to your order issued by our firm in the amount of \$337.50, which represents the filing fee for designation of registered agent and cost of a certified copy of the Articles of Organization of Madison XIII, L.C. You will find duplicate originals of the following instruments for filing:

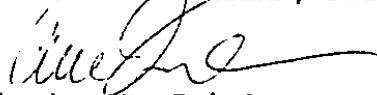
1. Articles of Organization;
2. Affidavit of Capital Contribution;
3. Certificate of Designation of Registered Agent/Registered Office; and
4. Copy of the Name Reservation.

We would appreciate a telephone call from your office confirming the receipt and filing of these instruments. For purposes of returning a certified copy, together with the Certificate of Organization, we are enclosing a Federal Express way bill, which is preprinted with our account number so that our office will bear the charges of the response.

If any questions arise, please feel free to call me.

Yours very truly,

DOW, COGBURN & FRIEDMAN, P.C.

By 
Abraham P. Friedman

APF/cd
ENCL.

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APC
4-9-96

ARTICLES OF ORGANIZATION
MADISON XIII, L.C.

FILED
26 APR -4 PM 2:49
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, Joanne Epstein, President of Evergreen Realty Corporation, which desires to become a member of and to act as an organizer of a limited liability company (the "Company") under the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such limited liability company.

ARTICLE I.

The name of the Company is MADISON XIII, L.C.

ARTICLE II.

The mailing address and principal office of the Company is 19204 North East 25th Avenue, Unit No. 312, North Miami Beach, Florida 33180.

ARTICLE III.

The Company shall exist until December 31, 2020.

ARTICLE IV.

The Company is to be managed by a manager or managers and the initial manager is

Joanne Epstein
7 Ryan Court
Stanford, California 94305

ARTICLE V.

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

Ms. Deborah Epstein
19204 North East 25th Ave, Unit No. 312
North Miami Beach, Florida 33180

ARTICLE VI.

The street address of the initial registered office of the Company is 19204 North East 25th Avenue, Unit No. 312, North Miami Beach, Florida 33180.

ARTICLE VII.

The Company shall be composed of members whose rights, obligations, duties, responsibilities, and benefits shall be as set forth in regulations adopted by the manager. The right to alter, amend or repeal the regulations at any time and from time to time shall be vested in the manager.

IN WITNESS WHEREOF, the undersigned hereunto have set their hands on this 1st day of April, 1996.

EVERGREEN REALTY CORPORATION

By: Joanne Epstein
Joanne Epstein, President

THE STATE OF CALIFORNIA §
 §
COUNTY OF ~~SANTA CLARA~~ ^{SAN MATEO} U.P. 4-2-96 §

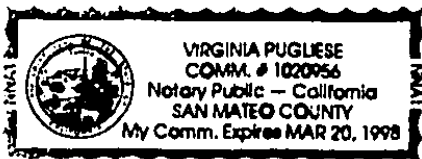
BEFORE ME, the undersigned authority personally came and appeared Joanne Epstein, who upon being duly sworn and did depose and say as follows:

1. My name is Joanne Epstein and I am over the age of twenty-one (21) and I am acting as the authorized representative of Evergreen Realty Corporation, a member of Madison XIII, L.C., a Florida limited liability company (the "Company").
2. The Company has at least two (2) members.
3. The total amount of cash contributed by the members in exchange for units in the Company is \$1,000.
4. The agreed value of property other than cash contributed by the members to the Company in exchange for units of the Company is \$.00.
5. The total amount of cash or property anticipated to be contributed by members is \$1,000. This total includes the amounts from 3 and 4 above.

Executed this 2nd day of April, 1996.

Joanne Epstein
Joanne Epstein

Sworn to and subscribed before the undersigned authority on this the 2nd day of April, 1996.



Virginia Pugliese
Notary Public in and for
the State of California

VIRGINIA PUGLIESE
Printed Name of Notary

My commission expires: MARCH 20, 1998

In accordance with Section 608.408(3) of the Florida Limited Liability Company Act, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is: MADISION XIII, L.C.
2. The name and address of the registered agent and office is:

Ms. Deborah Epstein
19204 North East 25th Ave, Unit No. 312
North Miami Beach, Florida 33180

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.

Deborah Epstein
Deborah Epstein

April 1, 1996

FILE
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SECRETARY OF
TREASURY
TALLAHASSEE