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LIMITED LIABILITY COMPANY

PIVO FT. MYERS SHORES, L.L.C.

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
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NO.442 P.2/5  
AUDIT NO.: H99000013075

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY  
COMPANY**

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**ARTICLE I - Name:**

The name of the Limited Liability Company is Pivo Ft. Myers Shores, L.L.C.

**ARTICLE II - Duration:**

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue until December 31, 2050.

**ARTICLE III - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

**ARTICLE IV - Registered Agent:**

The name and address of the initial registered agent for this Limited Liability Company is Michael Ross, Esq., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

**ARTICLE V - Management:**

The Limited Liability Company is to be managed by a manager or managers and the name and address of the initial manager who is to serve as manager is:

|               |                         |
|---------------|-------------------------|
| Alan R. Pivo: | 9171 Wilshire Blvd.     |
|               | Suite 530               |
|               | Beverly Hills, CA 90210 |

Gragory J. Blodig, Esq.  
Greenspoon, Marder et al.  
100 W. Cypress Creek Rd., #700  
Ft. Lauderdale, FL 33309  
954-491-1120  
Fla. Bar. #274062

Ben D. Pivo: 5015 Jardin  
Laguna Hills, CA 92653

**ARTICLE VI - Admission of Additional Members:**

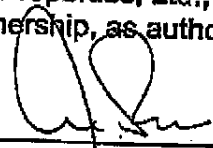
The members shall have the right to admit additional members upon obtaining the prior written consent of the Manager(s) of this Limited Liability Company.

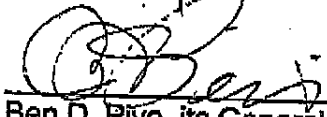
**ARTICLE VII - Members' Rights to Continue Business:**

The remaining members of the Limited Liability Company shall 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 Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 25 day of May, 1999.

Pivo Properties, Ltd., a California limited partnership, as authorized Member

By:   
\_\_\_\_\_  
Alan R. Pivo, its General Partner

By:   
\_\_\_\_\_  
Ben D. Pivo, its General Partner

AUDIT NO.: H99000013075

**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:

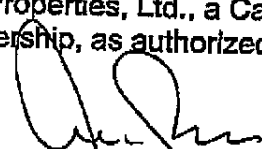
Pivo Ft. Myers Shores, L.L.C.

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

Michael S. Ross, Esq.  
Greenspoon, Marder, Hirschfeld,  
Rafkin, Ross & Berger, P.A.  
100 West Cypress Creek Road, Suite 700  
Ft. Lauderdale, FL 33309

Pivo Properties, Ltd., a California limited partnership, as authorized Member

By:

  
Alan R. Pivo, its General Partner

By:

  
Ben D. Pivo, its General Partner

*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.*

  
Michael S. Ross, Esq.

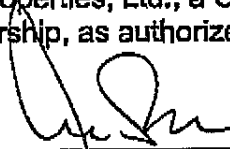
May 25, 1999  
(Date)

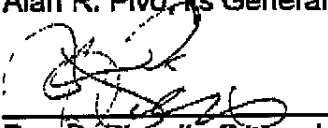
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of Pivo Ft. Myers Shores, L.L.C. deposes and says:

- (1) the above Limited Liability Company has at least one member
- (2) the total amount of cash contributed by the member(s) is ..... \$ 1,000.00
- (3) if any, the agreed value of property other than cash contributed by member(s) is ..... \$ -0-  
A description of the property is attached and made a part hereto.
- (4) the amount of cash or property anticipated to be contributed by member(s) is ..... \$ 2,499,000.00
- (5) the total amount of 2, 3, and 4 is ..... \$2,500,000.00

Pivo Properties, Ltd., a California limited partnership, as authorized Member

By:   
\_\_\_\_\_  
Alan R. Pivo, its General Partner

By:   
\_\_\_\_\_  
Ben D. Pivo, its General Partner

Signature of a member or authorized representative of a member.  
(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)