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DEPARTMENT OF STATE

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STATE OF FLORIDA

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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: 2R REAL ESTATE, L.C.

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ARTICLES OF ORGANIZATION
OF
2R Real Estate, L.C.

EFFECTIVE DATE
10-1-95

The undersigned Member of 2R Real Estate, L.C. (the "Company") hereby forms a limited liability company pursuant to Chapter 608 of the Florida Statutes, and adopts the following as the Articles of Organization of the Company:

ARTICLE I.

NAME.

The name of the Company shall be "2R Real Estate, L.C."

ARTICLE II.

PURPOSE.

The Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under Chapter 608 of the Florida Statutes.

ARTICLE III.

CAPITAL CONTRIBUTIONS.

Initial contributions to capital in an aggregate amount of \$5,000 shall be paid to the Company by its Members.

ARTICLE IV.

ADMITTANCE OF NEW MEMBERS.

The Members shall be entitled to admit new Members by unanimous consent. The Members shall unanimously determine the contributions to capital required of the new Members at the time of admission.

ARTICLE V.

MANAGEMENT AND POWERS.

The management of the Company is reserved to its Members. The following is a list of the names and addresses of each of the Members:

<u>NAME</u>	<u>ADDRESS</u>
Timothy J. Robbie	2645 Royal Palm Way Port Lauderdale, Florida 33332

This instrument prepared by:
Jonathan E. Minsker, Esq.
Stroock & Stroock & Lavan
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
Florida Bar No. 0038120

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Anne Robbie

2645 Royal Palm Way
Fort Lauderdale, Florida 33332

ARTICLE VI.

REGULATIONS AND OPERATING AGREEMENT.

The power to alter, amend or repeal the Regulations and Operating Agreement of the Company shall be vested solely in the Members.

ARTICLE VII.

PRINCIPAL PLACE OF BUSINESS AND INITIAL
REGISTERED AGENT.

The mailing address and street address of the principal place of business of the Company shall be: 2645 Royal Palm Way, Fort Lauderdale, Florida 33332.

The name and street address of the Company's initial registered agent in the State of Florida is: Daniel Lampert, Esq., c/o Stroock & Stroock & Lavan, 200 South Biscayne Boulevard, Suite 3300, Miami, Florida 33131-2385.

ARTICLE VIII.

DURATION; DISSOLUTION.

The Company shall exist until 30 years from the date upon which these Articles of Organization are filed with the Department of State of the State of Florida, unless earlier terminated by the terms of this Article VIII. This Company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining Members unanimously consent to the continued existence of this Company within 90 days after the date of occurrence of such event. This Company shall be dissolved upon the unanimous consent of the Members.

ARTICLE IX.

AMENDMENT.

The power to alter, amend or repeal these Articles of Organization shall be vested solely in the Members.

ARTICLE X.

EFFECTIVE DATE

The Effective Date of these Articles of Organization shall be effective December 1, 1995.


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The foregoing Articles of Organization have been executed
by the undersigned on this 1st day of December, 1995.

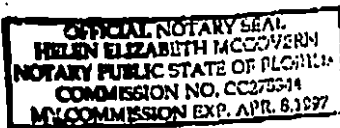

Timothy J. Robbie

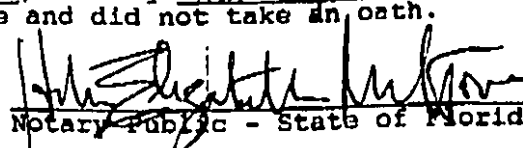
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

I, St The foregoing instrument was acknowledged before me this
day of December, 1995 by Timothy J. Robbie, who
is personally known to me and did not take an oath.




Notary Public - State of Florida

Print Name: Helen Elizabeth McGovern

My commission expires:

This instrument prepared by:
Jonathan E. Mireker, Esq.
Stroock & Stroock & Lavan
3300 First Union Financial Center
200 S. Biscayne Blvd.
Miami, Florida 33131


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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of 2R Real Estate, L.C., a Florida limited liability company (the "Company"), deposes and says:

- 1) The Company has at least two members.
- 2) The total amount of cash contributed by the members is \$5,000.
- 3) If any, the agreed value of property other than cash contributed by the members is \$0.
- 4) The total amount of cash or property anticipated to be contributed by the members is \$5,000. This total includes amounts from 2 and 3 above.

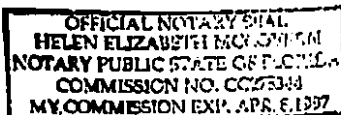

Timothy J. Robbie

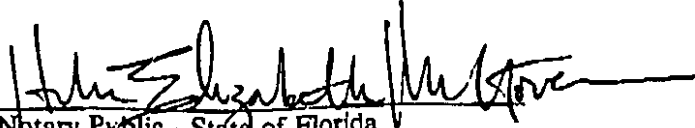
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of December, 1995 by Timothy J. Robbie, who is personally known to me and did not take an oath.




Notary Public - State of Florida

Print Name: Helen Elizabeth McGovern

My commission expires:

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, 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:

2R Real Estate, L.C.

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

Daniel Lampert, Esq.
Stroock & Stroock & Lavan
First Union Financial Center
200 South Biscayne Blvd, Suite 3300
Miami, Florida 33131-2385

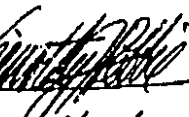
2R Real Estate, L.C., a Florida limited liability company

By its Member: TIMOTHY J. ROBBIE

SIGNATURE

TITLE

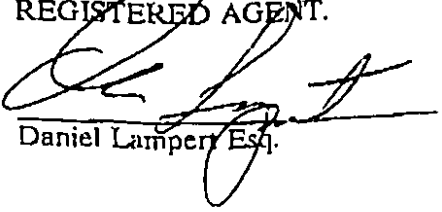
DATE



Member

12/1/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


Daniel Lampert Esq.

12/1/95
(Date)

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TALLAHASSEE, FLORIDA