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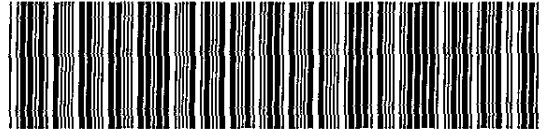
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**FIRST RESTATED AND AMENDED
ARTICLES OF ORGANIZATION**

OF

1567 Meridian Partners, LLC

**ARTICLE I
NAME & ADDRESS**

The name of this limited liability company is and shall continue to be 1567 Meridian Partners, LLC, referred to in these Articles of Organization as the "Company." The mailing address and principle place of business shall be c/o Margules Properties, Inc. 381 Park Avenue South, Suite 1420, New York, NY 10016

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The registered office of the Company 1800 Sunset Harbour Drive, unit 1410, Miami Beach, Florida 33139. The Company's registered agent is David Philips, Esq., whose office is located at 1800 Sunset Harbour Drive, suite 1410, Miami Beach, Florida 33139.

**ARTICLE III
DURATION**

The term of existence of this Company commenced upon the filing of the Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is David Philips, natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is formed for the following purposes and shall have the following powers:

1. To engage in any lawful business purpose and to own, lease and/or operate an office for that purpose.
2. To own real and personal property, to enter into contracts and agreements necessary or appropriate in the pursuit of such lawful business.
3. To do everything necessary, proper or convenient for the accomplishment of the purpose set forth herein, and to do every other act incidental thereto such is not forbidden under the law of the State of Florida or by the provisions of these Articles of Organization.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLE VI
MANAGEMENT ITS MEMBERS**

Section 6.01 Management by Members. The Company will be managed by its members.

**ARTICLE VII
IDENTIFICATION OF MANAGERS**

The names and addresses of the manager of the Company is:

General Manager

Eric Margules
381 Park Avenue South
Suite 1420
New York, NY 10016


General Manager:

HOF- South Beach, LLC, a Florida Limited Liability Company
c/o Newbridge Realty Capital/Hudson Realty Capital
381 Park Avenue, Suite 428, New York NY 10016
Attention: Michael Armond

Managing Member:

Lincoln Palms Investors, LLC, a Florida Limited Liability Company
381 Park Avenue South
Suite 1420
New York, NY 10016

Executed this 24 day of AUG, 2004
BY:



Organizer

SECRETARY OF STATE
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