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STATE
TALLAHASSEE, FLORIDA

00 JAN -4 PM 2:48

EFFECTIVE DATE
12-31-99

00 JAN -1, PM 4:00

SECRETARY OF STATE
DIVISION OF CONSPIRACIONS

ZUCKERMAN CUSTOM HOMES, L.L.C.

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ARTICLES OF ORGANIZATION

OF

ZUCKERMAN CUSTOM HOMES, L.L.C.

EFFECTIVE DATE 12/31/99

ARTICLE I

NAME

EFFECTIVE DATE

12-31-99

The name of this limited liability company shall be:

ZUCKERMAN CUSTOM HOMES, L.L.C.

ARTICLE II

DURATION

The period of this limited liability company's duration shall be perpetual.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this limited liability company shall be:

6351 San Michel Way
Delray Beach, Florida 33484

PREPARED BY:
PETER M. HODKIN, ESQ.
ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
FLORIDA BAR NO. 287814
TELEPHONE: (954) 522-2771
FACSIMILE (954) 523-1614

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is One East Broward Boulevard, Suite #1501, Fort Lauderdale, Florida 33301, and the initial registered agent of this limited liability company at that address is Peter M. Hodkin.

ARTICLE V

MANAGERS

This limited liability company shall be managed by Managers and shall have four Managers initially. The number of Managers may be increased or decreased from time to time but there shall never be less than one Manager. The names and addresses of the initial Managers of this limited liability company are:

| | |
|------------------|---|
| Andrew Zuckerman | 6351 San Michel Way Delray Beach, FL 33484 |
| David Zuckerman | 6351 San Michel Way Delray Beach, FL 33484 |
| Steven Zuckerman | 6351 San Michel Way Delray Beach, FL 33484 |
| Neil Dubin | 6351 San Michel Way Delray Beach, FL 33484 |

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ARTICLE VI

CONTINUATION OF BUSINESS

The remaining members of the limited liability company may 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.

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ARTICLE VII

ADDITIONAL MEMBERS

The members may admit additional members to the limited liability company from time to time and the terms and conditions of admitting additional membership are set forth in an agreement among the members on file at the limited liability company's principal office.

ARTICLE IX

INDEMNIFICATION

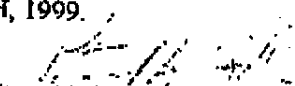
The limited liability company shall indemnify any Manager or former Manager, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 1st day of March, 1999.


ANDREW ZUCKERMANACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED IS FAMILIAR WITH THE OBLIGATIONS OF THAT POSITION AND HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 1st DAY OF MARCH, 1999.


PETER M. HODKIN

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared ANDREW ZUCKERMAN, known to me and known by me to be the person who, as Member, executed the foregoing Articles of Organization of ZUCKERMAN CUSTOM HOMES, L.L.C., and he acknowledged before me that he executed those Articles of Organization. He is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 15th day of March, 1999.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



Catherine L. Holmes
MY COMMISSION #00684374 EXPIRES
JUNE 11, 2001
SIGNED THIS TWENTY FOUR DAY OF MARCH, 1999

00 JAN -4 PM 4:00

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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