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GLICKMAN, WITTERS, MARELL AND JAMIESON

ATTORNEYS AT LAW

THE CENTURION

SUITE 1101

1601 FORUM PLACE

WEST PALM BEACH, FLORIDA 33401

GARRY M. GLICKMAN

CURTIS L. WITTERS

BOARD CERTIFIED IN MARITAL AND FAMILY LAW

WILLIAM J. MARELL

CHARLES D. JAMIESON

TELEPHONE
(561) 478-1111

TELECOPIER
(561) 478-2433

December 13, 1999

Corporate Record Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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-01/05/00--01050--012
****375.00 ****125.00

Reference: Maple Leaf Apartments, LLC
DJK Realty Investments, LLC
North Lakeside Realty Investments, LLC

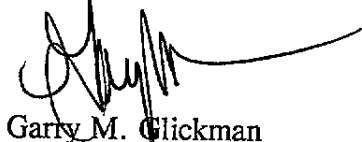
Gentlemen:

We are enclosing three originals and a duplicate copy of each original of the Articles of Organization of the above referenced three proposed companies together with a Designation of Registered Agent and Acceptance of Designation for each individual company. The duplicate copy of the Articles have been subscribed and acknowledged by the subscriber in the same manner as the original.

Please endorse your approval of the Articles of Organization on the duplicate copy, certify and return it to us. Enclosed is a check for \$375.00 to cover the \$100.00 filing fee (each) and the \$25.00 (each) for the registered agent and designation fee.

Sincerely,

GLICKMAN, WITTERS, MARELL AND JAMIESON



Garry M. Glickman

00 JAN -5 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

GMG:jt

Enclosures (as noted above)

W99-29189

10855/00109/00071

10855/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 22, 1999

GARRY M. GLICKMAN
GLICKMAN, WITTERS, MARELL AND JAMIESON
1601 FORUM PLACE, SUITE 1101
WEST PALM BEACH, FL 33401

SUBJECT: MAPLE LEAF APARTMENTS, LLC
Ref. Number: W99000029189

We have received your document for MAPLE LEAF APARTMENTS, LLC and your check(s) totaling \$375.00. However, the document has not been filed and is being retained in this office for the following:

Please sign and return your check along with this document in order to complete your filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 399A00059942

APPROVED
AND
FILED
00 JAN -5 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MAPLE LEAF APARTMENTS, LLC

The undersigned member(s) hereby form(s) a limited liability company under the laws of the State of Florida:

ARTICLE I
COMPANY NAME

The name of this company is:

MAPLE LEAF APARTMENTS, LLC

ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE

The term of existence of the Company shall commence on the date the Articles of Organization is filed with the Florida Secretary of State, and shall continue perpetually unless dissolved as set forth hereafter.

ARTICLE III
MAILING ADDRESS AND STREET ADDRESS OF THE COMPANY

The mailing address and the street address of the principal office of the limited liability company is 1237 Roebuck Court, West Palm Beach, Florida 33401.

ARTICLE IV
REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS

The Registered Agent and the street address of the Registered Agent of this Company in the State of Florida shall be:

RECEIVED
AND
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00 JAN -5 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Garry M. Glickman
1601 Forum Place, Ste. 1101
West Palm Beach, Florida 33401.

ARTICLE V

There are two (2) members upon the initial formation of this Company. They are:

Donill J. Kenney, Jr.
1237 Roebuck Court
West Palm Beach, Florida 33401

Jodie D. Kenney
1237 Roebuck Court
West Palm Beach, Florida 33401.

The members shall be entitled to admit additional members upon the unanimous consent of all then current members. Any new members shall become a member upon payment of his/her contribution to the capital of the Company and upon such member's agreement to comply with the Articles of Organization, Regulations and Operating Agreement of the Company then in existence.

ARTICLE VI

DISSOLUTION

The death, retirement, resignation, expulsion, bankruptcy or dissolution of a member shall not dissolve the Company as long as there remains in existence one (1) member. The Company shall dissolve only as provided in the Operating Agreement of the Company.

ARTICLE VII

MANAGEMENT OF THE COMPANY

The Managing Members, Donill J. Kenney, Jr. and Jodie D. Kenney shall be responsible for the management of the Company, and shall have the full right, power and authority to manage, direct and control all of the business and affairs of the company and to transact business on its behalf.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Notwithstanding the foregoing, the Managing Members shall have the absolute authority to subcontract any management functions of the Company in their sole and absolute discretion.

ARTICLE VIII

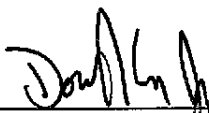
RIGHTS, LIABILITIES AND OBLIGATIONS OF MEMBERS

7.1 Liability of Members: No Member shall be personally liable for the expenses, liabilities, debts or obligations of the Company, unless otherwise provided pursuant to Florida Statute §608.

7.2 Return of Capital: No Member shall have the right to demand the return of his/her/its contribution to capital except as provided in the Company's Regulations and Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned Member has executed the Articles of Organization, this 15th day of December, 1999.

MEMBER:

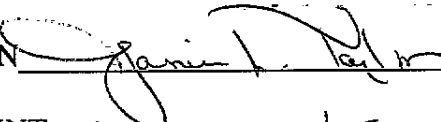


DONILL J. KENNEY, JR., AS MEMBER

STATE OF FLORIDA]
] ss:
COUNTY OF PALM BEACH]

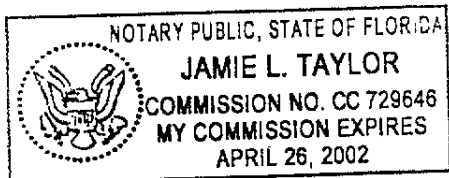
The foregoing instrument was acknowledged before me this 15th day of December, 1999, by Donill J. Kenney, Jr., as Member of the afore-described Articles of Organization, who is personally known to me and did not take an oath.

NOTARY PUBLIC:

SIGN 

PRINT Jamie L. Taylor

STATE OF FLORIDA AT LARGE (SEAL)
MY COMMISSION EXPIRES:



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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE OF DESIGNATION

In compliance with Section 608.415, Florida Statutes, the following is submitted:

MAPLE LEAF APARTMENTS, LLC

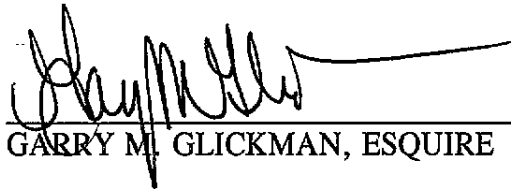
desiring to organize or qualify under the laws of the State of Florida, with its registered office located at 1601 Forum Place, Ste. 1101, West Palm Beach, Florida, has named Garry M. Glickman as its agent to accept service of process within Florida.



DONILL J. KENNEY, JR., AS MEMBER

DATE: 12/15/99

Having been named the Registered Agent of MAPLE LEAF APARTMENTS, LLC in its Articles of Organization at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity, and affirms that he is familiar with, and accepts, the obligations of such position.


GARRY M. GLICKMAN, ESQUIRE

DATE: 12/15/99

APPROVED
AND
FILED
00 JAN -5 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA