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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF ORGANIZATION
FOR
HILLCREST/FRANKEL GOLF PARTNERS, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the limited liability company is Hillcrest/Frankel Golf Partners, L.C.

ARTICLE II - Address:

The mailing address and the street address of the principal office of the limited liability company is:

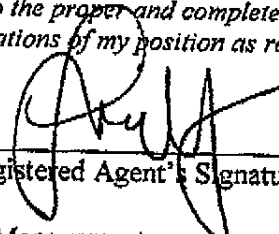
200 Admirals Cove Blvd.
Suite 417
Jupiter, FL 33477

ARTICLE III - Registered Agent

The name and the Florida street address of the registered agent are:

Sherry Lefkowitz Hyman, Esq.
200 Admirals Cove Blvd.
Suite 417
Jupiter, FL 33477

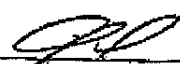
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company.



Thomas Frankel, Member

(In accordance with Section 608.408(3), Fla. Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)