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Florida Department of State

Division of Corporations

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Account Name : SHAPIRO & ADAMS, P.A.

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LIMITED LIABILITY COMPANY

45th Street, L.L.C.

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ARTICLES OF ORGANIZATION
OF
45TH STREET, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 808, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be 45TH STREET, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1690 South Congress Avenue, Suite 200, Delray Beach, FL 33445.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or pursuant to the Operating Agreement governing the operations of the Company ("Operating Agreement").

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is S. Martin Sadkin, 1690 South Congress Avenue, Suite 200, Delray Beach, Florida 33445.

ARTICLE V - CAPITAL CONTRIBUTIONS

Each member shall not be required to make any additional cash contributions to the Company, except pursuant to the Operating Agreement.

ARTICLE VI - ADDITIONAL CASH CONTRIBUTIONS

Each member shall not be required to make any additional cash contributions to the Company, except pursuant to the Operating Agreement.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as provided in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer its interest in the Company as set forth in the Operating Agreement. Any transferee shall have only those rights to participate in the management of the business and affairs of the Company or become a member as provided in the Operating Agreement, unless all the other members of the Company other than the member proposing to dispose of its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a

FORMS/ARTICLES/45TH STREET, LLC

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member in the Company, unless the business of the Company is continued by the consent of a majority of the remaining members.

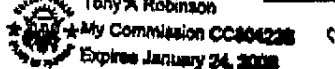
ARTICLE IX - MANAGEMENT/MANAGING MEMBER

The Company shall be managed by a managing member in accordance with the Operating Agreement. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial Managing Members of the Company are:

S. Martin Sadkin
1690 South Congress Avenue
Suite 200
Delray Beach, FL 33445

Robert A. Levy
1690 South Congress Avenue
Suite 200
Delray Beach, FL 33445

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at _____ Florida, on this _____ day of March, 2000.



[Signature]
S. Martin Sadkin, Managing Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 30th day of March, 2000 by S. Martin Sadkin,

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

[Signature]
Notary Public, State of Florida

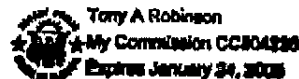
[Signature]
Print, Type or Stamp
Commissioned Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of 45th Street, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

[Signature]
S. Martin Sadkin, Registered Agent

FORMS/ARTICLES/45TH STREET, LLC



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