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ATTORNEY AT LAW
LICENSED MORTGAGE BROKER
CERTIFIED PUBLIC ACCOUNTANT (MARYLAND)

March/6, 2000

Florida Department of State
Division of Corporations and LLCs
Post Office Box 6327
Tallahassee, FL 32314

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-03/27/00--01131--003
****155.00 ****155.00

RE: Alpha One LLC

Ladies and Gentlemen:

Enclosed for filing are duplicate originals of the Articles of Organization, Affidavit of Membership and Contributions and Certificate of Designation of Registered Agent/Registered Service for Alpha One LLC. Also enclosed is a check to cover your filing fees as follows:

Certified Copy of Record	\$ 30.00
Florida Articles of Organization	100.00
Registered Agent Designation	<u>25.00</u>
	<u>\$155.00</u>

Kindly return a certified copy of the entire set of documents to me in the enclosed prepaid envelope. Of course, should you have any questions or comments, please give me a call. Thank you.

Very truly yours,

Michelle Trca
Michelle G. Trca, Esquire

Name Availability	
Document Examiner	L
Updater	
Updater MGT/tls	
Verifier Enclosures	?
Acknowledgement	DCC
W. P. Verifier	DCC

pande.alphaone.secyst.020600

6 pages

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FILED
00 APR 13 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 3, 2000

MICHELLE G. TRCA, ESQ.
THE INTERNATIONAL BUILDING
2455 EAST SUNRISE BOULEVARD, SUITE 209
FT LAUDERDALE, FL 33304

SUBJECT: ALPHA ONE LLC
Ref. Number: W00000008651

We have received your document for ALPHA ONE LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

You also need to delete Article V because the Exhibit A is the affidavit.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 400A00017803

**ARTICLES OF ORGANIZATION OF
ALPHA ONE LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization:

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00 APR 13 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the limited liability company shall be **ALPHA ONE LLC** (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the Company is c/o Capital Realty Advisors, Inc., 600 Sandtree Drive, Suite 212, Palm Beach Gardens, Florida 33403.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the 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: Donna McDonald, Capital Realty Advisors, Inc., 600 Sandtree Drive, Suite 212, Palm Beach Gardens, Florida 33403.

ARTICLE V - ~~CAPITAL CONTRIBUTIONS~~

[Intentionally Deleted]

~~The members of the Company shall contribute to the capital of the Company in cash or property as provided in Exhibit "A" attached hereto and incorporated herein by reference.~~

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to the Company only on the written consent of the members owning a majority interest of the Company.

ARTICLE VII - ADMISSION OF NEW MEMBERS

A. New Members. As provided in the Operating Agreement, no additional members shall be admitted to the Company except with the written consent of the members owning a majority of their collective interests in the Company, which consent shall not be unreasonably withheld.

B. Transfer of Membership. A member may transfer all or a portion of his or her interest in the Company provided such transfer is in conformance with the express provisions of the Operating Agreement, including by first providing a right of first refusal to the members (other than the member proposing to dispose of his or her interest), and secondly if the members owning a majority of interest of the Company (other than the member proposing to dispose of his or her interest) have consented in writing to such transferee. If all members (other than the member proposing to dispose of his or her interest) have waived the right of first refusal, but all such members have not on the other hand so approved in writing of such transferee (which consent shall not be unreasonably withheld), then the transferee shall have no right to participate in the management of the business and affairs of the Company. Notwithstanding the foregoing, in the event only one member exists on the date of transfer, then such transferee shall have the right to participate in the management of the business and affairs of the Company.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

As provided in the Operating Agreement, the Company shall not be dissolved on the death, bankruptcy or dissolution of a member or manager.

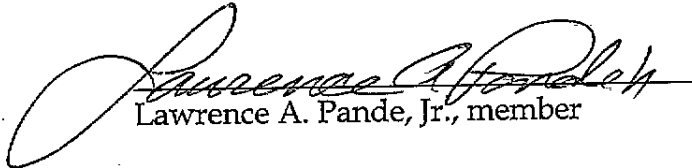
ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager in accordance with Operating Agreement adopted by the members for the management of the business and affairs of the Company. This Operating Agreement may contain any provisions for the operation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

The name and address of the initial manager of the Company is: Lawrence A. Pande, Jr., c/o Capital Realty Advisors, Inc., 600 Sandtree Drive, Suite 212, Palm Beach Gardens, Florida 33403.


IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these

Articles of Organization at Palm Beach Gardens, Florida, on February 23RD, 2000.


Lawrence A. Pande, Jr., member

STATE OF FLORIDA)
) ss.
County of Palm Beach)

The foregoing instrument was subscribed and sworn to before me this 23RD day of February, 2000, by Lawrence A. Pande, Jr., who is personally known to me or who produced his Florida driver's license as identification.


Notary Public

My Commission Expires  Valerie A. Karpinski
Commission # GC 848480
Expires June 25, 2003
Bonded Through
Atlantic Bonding Co., Inc.

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00 APR 13 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, **ALPHA ONE LLC**, a Florida limited liability company, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability company is **ALPHA ONE LLC**, a Florida limited liability company.
2. The name and street address of the registered agent of the Company in the State of Florida is: Donna McDonald, Capital Realty Advisors, Inc., 600 Sandtree Drive, Suite 212, Palm Beach Gardens, Florida 33403.

The undersigned, being the person named in the Articles of Organization of **ALPHA ONE LLC**, a Florida limited liability company, as the registered agent of this limited liability company, hereby consents to accept service or process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and 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 accepts the obligations of the position of registered agent.

Dated this 23 day of February, 2000.



Donna McDonald

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00 APR 13 AM 11:05
TALLAHASSEE
SECRETARY OF STATE
FLORIDA