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Division of Corporations
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LIMITED LIABILITY COMPANY

SANCTUARY ASSOCIATES, LLC

Certificate of Status	0
Certified Copy	1
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T-034 P.002/006 F-641



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 20, 2000

ATLAS PEARLMAN PA

SUBJECT: SANCTUARY ASSOCIATES, LLC
REF: W00000010496

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

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) 487-6043.

Shawn Logan
Document Specialist

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**ARTICLES OF ORGANIZATION
OF
SANCTUARY ASSOCIATES, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 608, Florida Statutes.

**ARTICLE I
NAME**

The name of this limited liability company is SANCTUARY ASSOCIATES, LLC (the "Company").

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131.

**ARTICLE III
DURATION**

The period of duration for the Company will be perpetual.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Company is Alan Levine with his address at 1110 Brickell Avenue, 7th Floor, Miami, FL 33131.

**ARTICLE V
MANAGEMENT**

The Company will be managed initially by the following persons who will serve as managers until the first annual meeting of the members or until their successors are elected and qualified: **Alan Levine** and **Ellie Schneiderman**, with their address at 1110 Brickell Avenue, 7th Floor, Miami, FL 33131. Thereafter, the Company will be managed by at least one manager who will be elected annually as provided in the regulations of the Company.

ALAN H. BASEMAN, ESQ., FLA. BAR #561347
Atlas Pearlman, P.A.
350 East Las Olas Blvd., #1700
Ft. Lauderdale, FL 33301 (954) 763-1200

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**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS**

Additional members of the Company may be admitted with the unanimous consent of the members, or as otherwise provided in the regulations of the Company from time to time.

**ARTICLE VII
MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company in the manner provided in the regulations of the Company.

**ARTICLE VIII
REGULATIONS**

The members may adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

**ARTICLE IX
DATE OF EXISTENCE OF THE COMPANY**

The existence of the Company will commence on the date of filing the Articles of Organization by the Florida Department of State.

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The undersigned executed these Articles of Organization this 19th day of April, 2000.

Authorized Representative of the Members:

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

A handwritten signature in black ink, appearing to be "Alan Levine", is written over a horizontal line.

Alan Levine, Manager

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A
REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

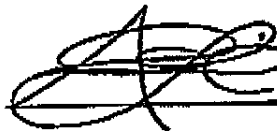
1. The name of the limited liability company is

SANCTUARY ASSOCIATES, LLC.

2. The name and the Florida address of the registered agent are:

**Alan Levine
1110 Brickell Avenue, 7th Floor
Miami, FL 33131**

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.



Alan Levine

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