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ROBERT E. SCHUR

ATTORNEY AT LAW

5250 N. KENDALL DRIVE

CORAL GABLES, FLORIDA 33156-2124

TELEPHONE (305) 661-2003

TELEFAX (305) 667-1951

May 5, 2000

Via Priority U.S. Mail

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-05/08/00--01127-014

****160.00 ****160.00

Re: Cedar Pointe Associates, LLC
File No. 286

Dear Sir or Madam:

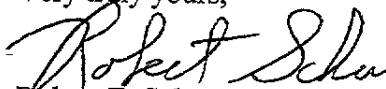
On behalf of my client, I am enclosing for filing the Articles of Incorporation of Cedar Pointe Associates, LLC which is to be organized as a Florida limited liability company. I am also enclosing the Certificate of Designation of registered agent/registered office.

Enclosed is my check (No.3314) in the amount of \$160.00 payable to Florida Dept. of State to cover the following charges:

1. \$100.00 filing fee for the Articles of Organization
2. \$25.00 fee for Designation of registered agent.
3. \$5.00 for certificate of status.
4. \$30.00 for certified copy.

If you have any questions concerning the enclosures please do not hesitate to call me as soon as possible since the limited liability company needs to be organized as soon as possible.

Very truly yours,


Robert E. Schur

FILED
00 MAY -5 PM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosure

RES: rvg
286-FL-Corp
5/5/2000

**ARTICLES OF ORGANIZATION
OF
CEDAR POINTE ASSOCIATES, LLC**

Pursuant to Chapter 608, Florida Statutes

ARTICLE I - Name:

The name of the Limited Liability Company is:

CEDAR POINTE ASSOCIATES, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Schur Management Co., Ltd.
2432 Grand Concourse
Bronx, New York 10458

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Lawrence Schur
Schur Management Co., Ltd.
2432 Grand Concourse
Bronx, New York 10458

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admission shall be:

As more fully set forth in the Operating Agreement of the Limited Liability Company, the manager may admit additional members.

FILED
00 MAY 5 PM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Members' Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

As more fully set forth in the Operating Agreement, the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall not terminate the company. As more fully set forth in the Operating Agreement, if the Manager dies, retires, resigns or for any other reason is replaced by the Members, the majority in interest of the Members shall select a successor manager.

5th IN WITNESS WHEREOF, these Articles of Organization have been subscribed this day of May, 2000, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.


Robert Schur, Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -5 PM 11:09

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5/5/2000

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 Or 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA

1. The name of the limited liability company is:

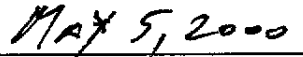
CEDAR POINTE ASSOCIATES, LLC

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

Robert Schur
5250 North Kendall Drive
Coral Gables, Florida 33156-2124

*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.*


ROBERT SCHUR


DATE