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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

EFFECTIVE DATE
5-12-00

LIMITED LIABILITY COMPANY

Timeless Properties, LLC

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|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Timeless Properties, LLC

Article II. Address

The Company's street and mailing address is:
Timeless Properties, LLC
2000 South Ocean Drive
Suite 1710
Fort Lauderdale FL 33316

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Eric J. Caplan
9200 S. Dadeland Blvd.
Suite 619
Miami FL 33156

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Eric J. Caplan | FL Bar Member 0223557
9200 S. Dadeland Blvd.
Suite 619
Miami FL 33156
305-670-0450

Article V. Management

This will be a member-managed company. The name of each member is:

Greg Anderson

Article VI. Company Existence

The Company's existence shall begin effective as of May 12, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on May 15, 2000.


ERIC J. CAPLAN

by T. Hardy as attorney-in-fact

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STATEMENT OF REGISTERED AGENT


LIMITED LIABILITY COMPANY:

Timeless Properties, LLC

REGISTERED AGENT/OFFICE:

Eric J. Caplan
9200 S. Dadeland Blvd.
Suite 619
Miami FL 33156

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ERIC J. CAPLAN
by T. Hardy as attorney-in-fact

Date: May 15, 2000

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