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ACCOUNT NO. : 072100000032

REFERENCE : 753275 7108498

AUTHORIZATION :

Patricia Fyfe

MJH

COST LIMIT : \$ 125.00

ORDER DATE : July 5, 2000

ORDER TIME : 9:57 AM

ORDER NO. : 753275-015

400003312924--4

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Beck & Poliakoff, P.a.

Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

DOMESTIC FILING

NAME: 7311 REALTY HOLDINGS, L.L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -5 PM 1:11

RECEIVED
00 JUL -5 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

**Articles of Organization
for
7311 REALTY HOLDINGS, L.L.C.**

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "7311 REALTY HOLDINGS, L.L.C." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

7311 REALTY HOLDINGS, L.L.C.

c/o Richard Feder
7311 S.W. 62nd Avenue
S. Miami, Florida 33143

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ., Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -5 PM 1:11

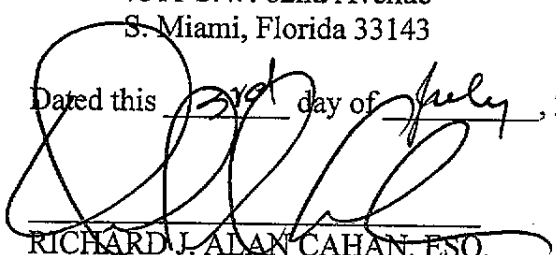
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

Richard Feder
7311 S.W. 62nd Avenue
S. Miami, Florida 33143

11. **Initial Members.** The name and address of the initial single member of the Company are as follows:

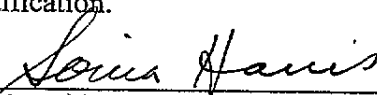
Richard Feder
7311 S.W. 62nd Avenue
S. Miami, Florida 33143

Dated this 3rd day of July, 2000.


RICHARD J. ALAN CAHAN, ESQ.
as an authorized Representative
of the single member

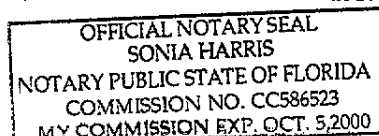
State of Florida)
) ss
County of Miami-Dade)

The foregoing Articles of Organization were acknowledged before me this 3rd day of July, 2000, by Richard J. Alan Cahan, Esq., as an authorized Representative of the single member, who has produced his passport for identification.


Notary Public.

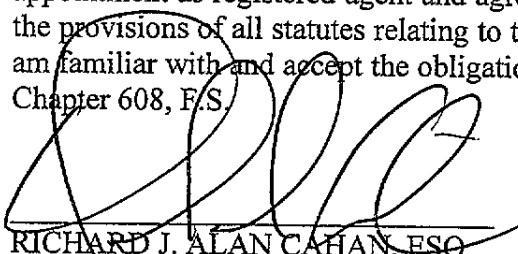
Name of Notary: SONIA HARRIS

My Commission expires: _____



Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 608, F.S.



RICHARD J. ALAN CAHAN, ESQ.,
as Registered Agent