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1.) Retirement Properties, L.L.C  
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF ORGANIZATION  
OF  
RETIREMENT PROPERTIES, L.L.C.**

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.

**ARTICLE I -- NAME**

The name of the limited liability Company shall be Retirement Properties, L.L.C. (the "Company").

**ARTICLE II -- ADDRESS**

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

3015 South Ocean Blvd., Apt. 4C  
Highland Beach, FL 33487

**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 dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the state of Florida are:

Law Office of Jeffrey L. Greenberg, P.A.  
4800 N. Federal Highway, Suite 304D  
Boca Raton, FL 33431

**ARTICLE V -- ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company, or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

## ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

## ARTICLE VII -- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation 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 are:

Sam Mina  
3015 S. Ocean Blvd., Apt. 4C  
Highland Beach, FL 33487

IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these articles of organization at Palm Beach County, Florida, on this the 1<sup>st</sup> day of ~~October~~ November, 2000.

By: Sam Mina

Sam Mina

Herbert G. Streletz, Notary  
Notary Public -- State of Florida

Herbert Streletz, Notary  
Type or Print Name

Personally Known / to me

or

Produced \_\_\_\_\_ as identification.

(Seal)



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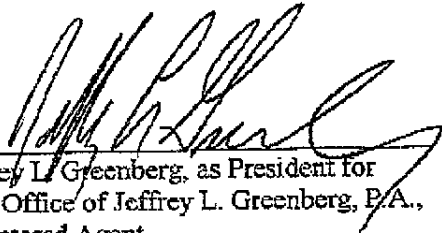
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, Retirement Properties, L.L.C., 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 Retirement Properties, L.L.C.
2. The name and street address of the registered agent in Florida are:

Law Office of Jeffrey L. Greenberg, P.A.  
4800 N. Federal Highway  
Suite 304D  
Boca Raton, FL 33431

The undersigned, being the person named in the articles of organization of Retirement Properties, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of 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.

  
Jeffrey L. Greenberg, as President for  
Law Office of Jeffrey L. Greenberg, P.A.,  
Registered Agent

Dated: ~~October~~ 1 2000.  
November

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