THE UNITED STATES CORPORATION

ACCOUNT NO.: 072100000032

REFERENCE:

892669

AUTHORIZATION:

COST LIMIT : \$ 125.00

ORDER DATE: November 9, 2000

ORDER TIME : 10:13 AM

ORDER NO. : 892669-035

CUSTOMER NO:

4714208

Mr. Hyman Gross, Esq CUSTOMER:

Stonehenge Capital Corporation

485 Madison Avenue

24th Floor

New York, NY 10022

DOMESTIC FILING

NAME:

VENICE, FL REALTY LLC

EFFECTIVE DATE:	marker from	
ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP	property of the property of th	
XX ARTICLES OF ORGANIZATION		
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:		********
CERTIFIED COPY XX PLAIN STAMPED COPY		N S
CERTIFICATE OF GOOD STANDING		SECR
CONTACT PERSON: Susie Knight - EXT. 1156 EXAMINER'S INITIALS:	B	ETAR'
T	72./Y	<u> </u>

600003461536--3

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

VENICE, FL REALTY LLC

ARTICLE II - Address:

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

485 MADISON AVENUE, 24TH FLOOR, NEW YORK CITY, NY 10022

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Corporation Service Company	
Name	-
1201 Hays Street	
Florida street address (P.O. Box NOT acceptable)	
Tallahassee FL 32301	 .
City, State, and Zip	

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 as provided for in Chapter 608, F.S..

Tabatha Florelli ASST VP
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Ronald J. Oehl

Signature of a member or an authorized representative of a member.

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

RONALD J. OEHL/MANAGING PARTNER

Typed or printed name of signee

FILING FEES:

\$ 100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

30.00 Certified Copy (OPTIONAL)

\$ 5.00 Certificate of Status (OPTIONAL)

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SECRETARY OF STAFE
FALL AHASSEE, FLORIDA