THE UNITED STATES **CORPORATION**

ACCOUNT NO.: 072100000032

REFERENCE :

892669

4714208

AUTHORIZATION :

COST LIMIT :

\$ 125.00

ORDER DATE: November 9, 2000

ORDER TIME : 10:12 AM

ORDER NO. : 892669-025

CUSTOMER NO: 4714208

CUSTOMER: Mr. Hyman Gross, Esq

Stonehenge Capital Corporation

485 Madison Avenue

24th Floor

New York, NY 10022

DOMESTIC FILING

NAME: ST. PETERSBURG, FL REALTY LLC

600003463346-

EFFECTIVE DATE:

 ARTICLES	OF, TMO	CORPORAT]	ION
 CERTIFICA	TE OF	LIMITED	PARTNERSHIP
ARTICLES			

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ST. PETERSBURG, 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..

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)