Law Offices

Schoenberg, Fisher, Newman & Rosenberg, Ltd.

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606-6101

TELEPHONE 312/648-2300

MELVIN S. NEWMAN FAX 312/648-1212 DIRECT DIAL NUMBER 312/648-0303 EXT. 313

OUR FILE NUMBER

#00-1361

Secretary of State State of Florida Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Class A Office Holdings, LLC

100003469931--3 -11/20/00--01046--004 ****125.00 ****125.00

Dear Sir/Madam:

We are enclosing, for filing, Articles of Organization for Florida Limited Liability Company for Class A Office Holdings, LLC, together with our check in the amount of \$125.00 in payment of the requisite filing fee.

A photocopy of the Articles is also enclosed for you to date stamp and return to the undersigned in the enclosed envelope.

If you should have any questions, please do not hesitate to call me.

Very truly yours,

Melvin S. Newman

MSN/cn Enclosures

mxn\c\secofst.fla,

ONOV 20 PM 2:

SECRETARY OF STAIL DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Class A Office Holdings, LLC

ARTICLE II - Address:

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

12540 North Seminole Beach Road North Palm Beach, FL 33408

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

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

Arthur P. Frigo, Jr.

Name

12540 North Seminole Beach Road

Florida street address (P.O. Box NOT acceptable)

North Palm Beach, FL 33408

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..

Registered Agent's Signature

Article IV - Management (Check box if applicable.)	
The Limited Liability Company is to be managed by one manager or more managed	ers and is,
therefore, a manager - managed company.	

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

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.)

Arthur P. Frigo, Jr.

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)

DIVISION OF CORPORATIONS

00 NOV 20 PM 2: 22