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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4003

From:
Account Name : GREENSPOON MARDER HIRSCHFELD RAFKIN ROSS & BERGER, P
Account Number : 076064003722
Phone : (954) 491-1120
Fax Number : (954) 771-9264

AL

LIMITED LIABILITY COMPANY

RONEY PALACE REALTY, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN -2 PM 2: 56

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is Roney Palace Realty, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue for a period of 40 years thereafter.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 2301 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Gregory J. Blodig, Esq., 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Miri Epstein
2301 Collins Avenue
Miami Beach, Florida 33139

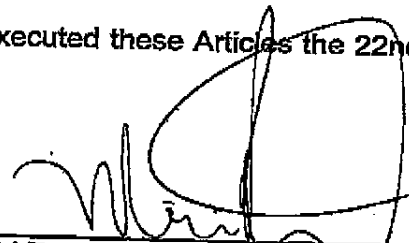
ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

ARTICLE VII - Members' Rights to Continue Business:

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 22nd day of December, 2000.



Miri Epstein, as authorized Member

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5:05

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

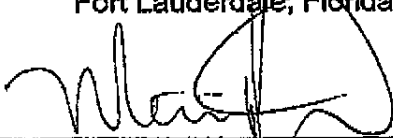
1. The name of the Limited Liability Company is:

Roney Palace Realty, L.L.C.

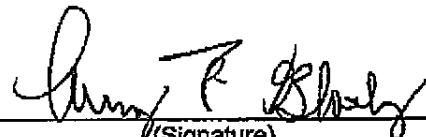
2. The name and address of the registered agent and office is:

Gregory J. Blodig, Esq.
Greenspoon, Marder, Hirschfeld, Rafkin,
Ross & Berger, P.A.
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

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By: 
Miri Epstein, authorized Member

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.



(Signature)

12-29-00

(Date)