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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

LO1-245

LIMITED LIABILITY COMPANY

BOCA 120, L.L.C.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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(H)
This instrument was prepared by:
David M. Goldstein, Esq.
200 S. Biscayne Boulevard
Suite 1880
Miami, Florida 33131

HO 1000002190

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

The name of the Limited Liability Company is: **BOCA 120, LLC.**

ARTICLE II

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

c/o David M. Goldstein, Esq.
200 S. Biscayne Boulevard, Suite 1880
Miami, Florida 33131

ARTICLE III

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

David M. Goldstein, Esq.
200 S. Biscayne Boulevard, Suite 1880
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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 familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

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ARTICLE IV

The Limited Liability Company is to be managed by one or more managers and is therefore, a managed company by the following individual(s):

Alvin Malnik, Manager



Signature of a member or authorized representative of a member.

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

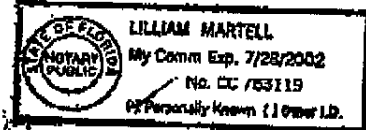
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 5th day of January, 2001, by

David M. Goldstein, who is personally known to me.


NOTARY PUBLIC, State of Florida

My Commission expires:



HO 1000002190

HO 1000002190**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: **BOCA 120, LLC.**
2. The name and address of the registered agent and office is:

**DAVID M. GOLDSTEIN, ESQUIRE
200 S. BISCAYNE BOULEVARD, SUITE 1880
MIAMI, FLORIDA 33131**

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)

 1/6/01
 (Date)
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