



THE UNITED STATES
CORPORATION
COMPANY

L010000000861

ACCOUNT NO. : 072100000032

REFERENCE : 967535 134758A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 155.00

ORDER DATE : January 17, 2001

ORDER TIME : 2:29 PM

ORDER NO. : 967535-005

CUSTOMER NO: 134758A

CUSTOMER: Theodore J. Klein, Esq
Theodore J. Klein, Esq

88 N.e. 168th Street

N. Miami Beach, FL 33162

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN 17 PM 3:11

RECEIVED

DOMESTIC FILING

NAME: U.S. PROPERTY MANAGEMENT L.C.

EFFECTIVE DATE:

200003552702--5

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

JB
1-18-01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JAN 17 PM 4:07

APPROVED
AND
FILED

Articles of Organization
of
U.S. Property Management L.C.

THE UNDERSIGNED, being the authorized representative of the sole Member of U.S. Property Management L.C., a Florida limited liability company formed hereunder, does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

FIRST: The name of this Company shall be:

U.S. Property Management L.C.

SECOND: The term of existence of this Company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

THIRD: This Company may engage in any activity or business permitted under the laws of the State of Florida.

FOURTH: The initial mailing address and principal place of business of this Company shall be 2875 N.E. 191 Street, Penthouse 1, Aventura, Florida 33180 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

FIFTH: The name of the initial registered agent of this Company in the State of Florida is Theodore J. Klein, Esq., whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162.

SIXTH: Pursuant to Section 608.4232 of the Florida Limited Liability Company Act (the "Act"), the Company may admit additional members only upon the written consent of all of the members. Any new member which is approved by the existing members as set forth herein shall become a member of the Company upon the payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations (as defined under the Act) and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

SEVENTH: Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless a majority of the other members (or a greater percentage if required under Florida law) unanimously elect to continue the Company.

EIGHTH: The Company shall be managed by one or more managers

01 JAN 17 PM 4:07

APPROVED
AND
FILED

SECRET
TALL
BUREAU
OF
RECORDS
AND
STATISTICS
FLORIDA

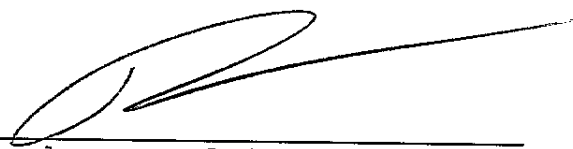
appointed by its members. The names and addresses of the initial manager who shall continue to serve until replaced by the members is set forth below as follows:

Erwin Sredni
2875 N.E. 191 Street
Penthouse 1
Aventura, Fl 33180

NINTH: No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's operating agreement then in existence.

TENTH: Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of all of the members.

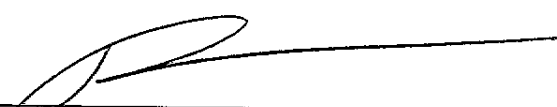
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization in his representative capacity as the duly appointed representative of the sole member of this Company on this 16th day of January, 2001.



Theodore J. Klein,
Member Representative

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, it is submitted that U.S. Property Management L.C., desiring to organize under the laws of the State of Florida as a limited liability company, has named Theodore J. Klein, Esq., whose address is 88 N.E. 168 Street, North Miami Beach, Florida 33162, as its agent to accept service of process within Florida (registered agent).



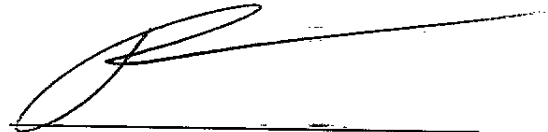
Theodore J. Klein,
Member Representative

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service

APPROVED
AND
FILED
01 JAN 17 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

process for the above stated Florida limited liability company, at the place designated in the Articles of Organization and in the certificate, I hereby agree, on this 16th day of January, 2001, to accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.



Theodore J. Klein, Esq.,
Registered Agent

llc.usproperty

APPROVED
AND
FILED
01 JAN 17 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA