



THE UNITED STATES
CORPORATION
COMPANY

L01000002490

ACCOUNT NO. : 072100000032

REFERENCE : 010034 7108498

AUTHORIZATION :

Patricia Pizate

COST LIMIT : \$ 155.00

ORDER DATE : February 15, 2001

ORDER TIME : 9:30 AM

ORDER NO. : 010034-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Beck & Poliakoff, P.a.

100003707031--4

Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

DOMESTIC FILING

NAME: FOXCROFT REALTY INVESTMENT,
LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

UPB
2-16-01

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FEB 16 2001
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 16 AM 11:27
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TALLAHASSEE, FLORIDA

APPROVE
AND
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**Articles of Organization
for
FOXCROFT REALTY INVESTMENT, LLC**

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "FOXCROFT REALTY INVESTMENT, LLC" ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

2320 NE 9TH Street
Ft. Lauderdale, Florida 33304
5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQUIRE
Becker & Poliakoff, P.A.

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065
6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

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FLORIDA

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- 10. Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

JOSEPH ELKIND
2320 NE 9th Street
Ft. Lauderdale, Florida 33304

- 11. Initial Members.** The name and address of the initial single member of the Company are as follows:

FOXCROFT REALTY HOLDINGS
& INVESTMENTS, LLC
c/o Private Trust Company
Charlotte House
Charlotte and Shirley Streets
2nd Floor
Nassau, Bahamas
Attention: Nicole Culmer

Dated this 14th day of Febm, 2001.

~~RICHARD J. ALAN CAHAN, ESQ.~~
as an authorized Representative
of the single member

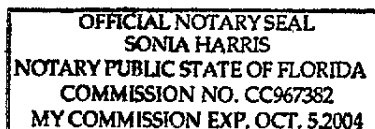
State of Florida)
County of Miami-Dade) ss

The foregoing Articles of Organization were acknowledged before me this 19th day of February, 2001, by Richard J. Alan Cahan, Esq., as an authorized Representative of the single member, who has produced his passport for identification.

Notary Public

Name of Notary: SOVIA HARRIS

My Commission expires:_____



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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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.


RICHARD J. ALAN CAHAN, ESQ.
as Registered Agent

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TALLAHASSEE, FLORIDA