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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

Victoria Place, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
VICTORIA PLACE, LLC,  
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is VICTORIA PLACE, LLC (the "Company").
2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 3195 North Powerline Road, Suite 104, Pompano Beach, Florida 33069.
3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Scott Brenner, 3195 North Powerline Road, Suite 104, Pompano Beach, Florida 33069.
4. MANAGEMENT. The business of the limited liability company shall be managed by one or more managers and is, therefore, a manager-managed company.

The undersigned has executed these Articles of Organization on the 29th day of March, 2001.

Zenith Realty Investments I, Ltd., a Florida limited Partnership, Member

By: Brenner Equity Advisors, Inc., A Florida Corporation, General Partner to the Member

By:   
Scott F. Brenner, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: VICTORIA PLACE, LLC.
2. The name and address of the registered agent and office is:

Scott Brenner  
3195 North Powerline Road, Suite 104  
Pompano Beach, Florida 33069

*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 its 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.*

  
Scott Brenner, Registered Agent

3/29/01  
(Date)

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