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THE LAW FIRM OF
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STEVEN A. WEINBERG
*Of Counsel

April 26, 2001

Via Federal Express
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Avenue Lofts Development, LLC
Avenue Lofts, Ltd.
File No. 7593.000

000004086420-9
-04/27/01--01095--007
****125.00 ****125.00

Dear Sir/Madam:

L01-6896

Enclosed please find Articles of Organization of Avenue Lofts Development, LLC for filing. Additionally, enclosed is this Firm's check in the amount of \$125.00, which represents the filing fee.

Also enclosed is a check in the amount of \$1,785 to cover the filing fee for the following documents regarding Avenue Lofts, Ltd. Please file these documents:

1. Certificate of Limited Partnership;
2. Certificate Designating Resident Agent and Registered Office; and
3. Affidavit of Capital Contributions for Florida Limited Partnership.

Please file the Articles of Organization for Avenue Lofts Development, LLC first before filing the other documents. Also, please forward to the undersigned proof of filing upon completion and thank you for your cooperation and assistance.

Very truly yours,


Steven C. Elkin
For the Firm

SCE/ajl
Enclosures
cc: Alan C. Hooper (w/encl - via fax)

FILED
01 APR 27 PM 3:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
AVENUE LOFTS DEVELOPMENT, LLC**

The undersigned does hereby subscribe to and file these Articles of Organization for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I
NAME**

The name of this limited liability company is:

Avenue Lofts Development, LLC

**ARTICLE II
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal office and mailing address of this limited liability company is:

202 S.W. 2nd Street, Suite C
Fort Lauderdale, Florida 33301

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED
AGENT'S SIGNATURE**

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

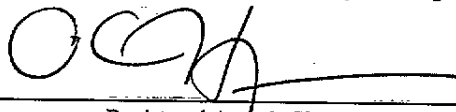
Alan Hooper
202 S.W. 2nd Street, Suite C
Fort Lauderdale, FL 33301

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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

Prepared By: Steven C. Elkin, Esq.
Bar No. 712566
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324
(954) 474-8000

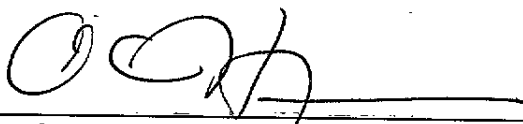
registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.



Signature of a member or an authorized representative of a member.

Alan Hooper, Authorized Representative of the Members

Typed or printed name of signee

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

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