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May 2, 2001

Department of State
Division of Corporations
New Filing Section
409 East Gaines Street
Tallahassee, FL 32399

400004192334--9
-05/10/01--01019--0012
****160.00 ****160.00

Re: Florida Apple 5, LLC/Limited Liability Company
Articles of Organization and Certificate of Designation of Registered Agent/Office

Dear Sir or Madam:


Enclosed please find the original and a copy of the Articles of Organization and Certificate of Designation of Registered Agent/ Registered Office for the above-referenced limited liability company, Florida Apple 5, L.L.C. Our firm check in the amount \$160.00 is enclosed for the filing fee.

Please file the original Articles of Organization and return a copy of the Articles, and Certificate of Good Standing for the LLC to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

AVIS & AVIS, P.A.


Margaret E. Bush, Secretary to
Warren E. Avis, Jr.
Enclosures

W:\MyFiles\2001 Clients\Florida Apple\02 Limited Liability Companies\Florida Apple 5, Boynton Beach Birchwood\Corr.- 050201 Send Articles to SOS.wpd

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION FOR FLORIDA
FLORIDA APPLE 5, LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I- Name

The name of the Limited Liability Company is: FLORIDA APPLE 5, L.L.C.

ARTICLE II- Address:

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

3700 State Street, Suite 200
Santa Barbara, California 93105

ARTICLE III- Duration:

The period of duration for the Limited Liability Company shall be: Perpetual.

ARTICLE IV- Management:

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is:

Gregory Georgas
c/o Avis & Avis, P.A.
125 Worth Avenue, Suite 221
Palm Beach, Florida 33480

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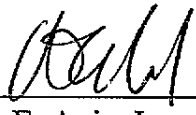
**FLORIDA APPLE 5, L.L.C.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: FLORIDA APPLE 5, L.L.C.
2. The name and address of the registered agent and office is:

WARREN E. AVIS, JR.
AVIS & AVIS, P.A.
125 WORTH AVENUE, SUITE 221
PALM BEACH, FLORIDA 33480

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 the position as registered agent.



Warren E. Avis, Jr.

May 7, 2001
DATE

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