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ACCOUNT NO. : 072100000032

REFERENCE : 165350 100198A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 125.00

ORDER DATE : May 29, 2001

ORDER TIME : 10:15 AM

ORDER NO. : 165350-005

CUSTOMER NO: 100198A

700004325557--2

CUSTOMER: Seth Cohen, Esq
Fogel & Cohen Attorneys &
Counselors At Law
Suite 111
2500 N. Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: GOODSTEIN REALTY FLORIDA
COMMERCIAL, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

5/29/01

01 MAY 29 PM 12:20
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 MAY 29 AM 11:30
DIVISION OF CORPORATION

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION**OF****GOODSTEIN REALTY FLORIDA COMMERCIAL, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I: NAME OF LIMITED LIABILITY COMPANY

The name of the Company shall be GOODSTEIN REALTY FLORIDA COMMERCIAL, L.L.C.

ARTICLE II: PURPOSE

The purpose for which this Limited Liability Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Company is located at 18305 Biscayne Boulevard, Suite 400, Aventura, Florida 33160. The mailing address for the Company is 212 East 47th Street, 3rd floor, New York, New York 10017.

ARTICLE IV: TERM OF EXISTENCE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

01 MAY 29 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE V: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company in the State of Florida is Seth I. Cohen, Esq., Fogel & Cohen, 2500 N. Military Trail, Suite 111, Boca Raton, Florida 33431.

ARTICLE VI: MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:

Steven Goodstein
212 East 47th Street, 3rd Floor
New York, New York 10017

ARTICLE X: ORGANIZER

The name and address of the person signing these Articles of Organization as Organizer is:

Steven Goodstein
212 East 47th Street, 3rd Floor
New York, New York 10017

IN WITNESS WHEREOF, the undersigned Organizer executed these Articles of Organization this 24th day of May, 2001.

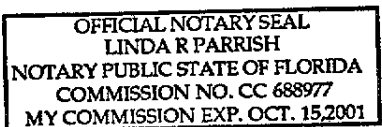

STEVEN GOODSTEIN

01 MAY 29 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Florida
~~STATE OF NEW YORK~~
 Palm Beach
~~COUNTY OF NEW YORK~~

I HEREBY CERTIFY that on this 24th day of May, 2001, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared STEVEN GOODSTEIN, known to me to be the person described herein and who executed the forgoing instrument, who acknowledged before me that she executed the same, who is () personally known to me, or () who has produced _____ as identification, and who did take an oath.



Linda R. Parrish
 Notary Public, State of New York
 Florida

REGISTERED AGENT'S ACCEPTANCE

The undersigned, named as the registered agent in Article VI of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

Seth I. Cohen
 SETH I. COHEN, ESQUIRE

01 MAY 29 PM 12:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPROVED
 AND
 FILED

Prepared By:
 Seth I. Cohen, Esq.
 Florida Bar No.: 933597
 Fogel & Cohen
 2500 N. Military Trail, Suite 111
 Boca Raton, Florida 33431