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LAW OFFICE OF
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*Admitted to Florida and New York Bars

June 1, 2001

Division of Corporations
Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

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-06/04/01--01124--019
****125.00 ****125.00

RE: 3301 SOUTH FLAGLER VENTURE, L.L.C.

Dear Sir and/or Madam:

Enclosed herewith is a fully executed Articles of Organization for 3301 South Flagler Venture, L.L.C. together with a check in the amount of \$125.00, representing the filing fee.

Kindly date-stamp a copy of this letter and return to the undersigned in the self-addressed, stamped envelope.

Very truly yours,

LAW OFFICE OF
JEFFREY L. GREENBERG, P.A.

Jeffrey L. Greenberg
E-mail: jlg@greenberg-law.com

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OK

JLG:rks

Enclosure

**ARTICLES OF ORGANIZATION
OF
3301 SOUTH FLAGLER VENTURE, L.L.C.**

The undersigned, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability Company shall be **3301 SOUTH FLAGLER VENTURE, L.L.C.** (the "Company").

ARTICLE II -- ADDRESS

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

**526 North Ocean Boulevard
Delray Beach, Florida 33483**

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

**Law Office of Jeffrey L. Greenberg, P.A.
4800 North Federal Highway
Suite 304-D - Sanctuary Centre
Boca Raton, Florida 33431**

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within one hundred twenty (120) days after the date of a member's termination of membership.

ARTICLE VII -- 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:

Joseph C. Diamond
526 North Ocean Boulevard
Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these Articles of Organization at Palm Beach County, Florida, on this the 29th day of May, 2001.

3301 SOUTH FLAGLER VENTURE, L.L.C.

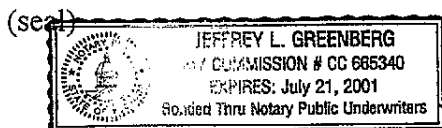
By: _____

JOSEPH C. DIAMOND,
Initial Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

I **HEREBY CERTIFY** that on this 29th day of May, 2001, before me, an officer duly authorized to take acknowledgments, the foregoing instrument was executed by Joseph C. Diamond who is personally known to me or who produced _____ as identification and who acknowledged before me that he executed the foregoing instrument.

WITNESS my hand and official seal this 29th day of May, 2001.



NOTARY PUBLIC, STATE OF FLORIDA
Print name:
My commission expires:

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, **3301 SOUTH FLAGLER VENTURE, L.L.C.**, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the limited liability Company is **3301 SOUTH FLAGLER VENTURE, L.L.C.**
2. The name and street address of the registered agent in Florida is:

**LAW OFFICE OF JEFFREY L. GREENBERG, P.A.
4800 North Federal Highway
Suite 304 - D - Sanctuary Centre
Boca Raton, Florida 33431**

The undersigned, being the person named in the Articles of Organization of **3301 SOUTH FLAGLER VENTURE, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

**LAW OFFICE OF
JEFFREY L. GREENBERG, P.A.**


JEFFREY L. GREENBERG, President
Registered Agent

Dated: May 29th, 2001.

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