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Division of Corporations
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LIMITED LIABILITY COMPANY

HART PROPERTIES V, LLC

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**ARTICLES OF ORGANIZATION
OF
HART PROPERTIES V, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act").

ARTICLE I - Name:

The name of this limited liability company is **HART PROPERTIES V, LLC** (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is: 6278 North Federal Highway, #265, Ft. Lauderdale, Florida 33308.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is to be managed by Hart Luxury Homes, Inc., a Florida corporation, the managing member having an address of 6278 North Federal Highway, #265, Ft. Lauderdale, Florida 33308.

ARTICLE V - Admission Of Additional Members:

The right, if given, of the Members to admit additional members and the terms and conditions of the admissions shall be in accordance with the Operating Agreement hereafter adopted by the Members of the Company.

ARTICLE VI - Members' Rights to Continue Business:

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be in accordance with the Operating Agreement.

ARTICLE VII - Limitation of Agency Authority of Members:

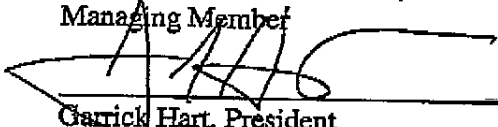
Pursuant to Chapter 608 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

ARTICLE VIII - Registered Agent:

The name and address of the Company's initial registered agent in the State of Florida, whose consent to appointment as registered agent accompanies these Articles, is Garck Hart, 6278 North Federal Highway, #265, Ft. Lauderdale, Florida 33308.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 13th day of June, 2001.

HART LUXURY HOMES, a Florida corporation,
Managing Member


Garrick Hart, President

(In accordance with section 608.408 (3), Florida Statutes, the execution of these Articles constitute an affirmation under the penalties of perjury that the facts stated herein are true.)

HART LUXURY HOMES, a Florida corporation,
Managing Member

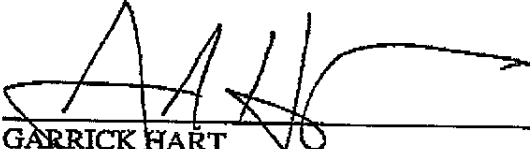

Garrick Hart, President

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent and designated to accept service of process for Hart Properties V, LLC at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 13th day of June, 2001.


GARRICK HART