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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

AL

LIMITED LIABILITY COMPANY

AFFLUENCE REALTY, LLC

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|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 29, 2001

EMPIRE

SUBJECT: AFFLUENCE REALTY, LLC
REF: W01000015130

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01 JUL-2 PM 12:30
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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Shawn Logan
Document Specialist

FAX And. #: H01000077602
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION
FOR
AFFLUENCE REALTY, LLC
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of the Limited Liability Company is: AFFLUENCE REALTY, LLC.

ARTICLE II
ADDRESS

The mailing address of the principal office of the limited liability company is:

500 North Osceola Avenue #208
Clearwater, Florida 33755

ARTICLE III
DURATION

The limited liability company shall dissolve and terminate at the earliest of the following events:

1. Written consent of all members;
2. Thirty years from the date of the formation of the limited liability company;
3. The entry of decree of judicial dissolution.

ARTICLE IV
MANAGEMENT

The limited liability company is to be managed by the members and the names and addresses of the managing members are:

1. George A. Malnati
500 North Osceola Avenue #410
Clearwater, Florida 33755
2. Ido Fischler
500 North Osceola Avenue #208
Clearwater, Florida 33755
3. Bernard K. Reichel, Jr.
500 North Osceola Avenue #208
Clearwater, Florida 33755

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**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be by unanimous consent of all members, and in accordance with requirements, provided in the Operating Agreement.

**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the limited liability company 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 limited company shall be granted by the unanimous consent of all remaining Members.


Signed Authorized Representative

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

Joseph R. Cianfrone
(Typed Name Signee)

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

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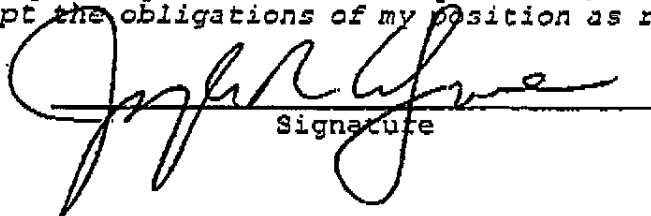
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AFFLUENCE REALTY, LLC

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

Joseph R. Cianfrone, Esquire
1968 Bayshore Boulevard
Dunedin, Florida 34698

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 my position as registered agent.


Signature

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