

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

L0100 0011126

Beach Apartments LLC

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-07/10/01--01056--002
****160.00 ****160.00

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
☒ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
☒ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

01 JUL 10 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

DIVISION OF CORPORATION

01 JUL 10 PM 12:13
RECEIVED

7-10-01

Signature _____

Requested by: KC

7/10

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
BEACH APARTMENTS LLC**

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

ARTICLE I. NAME

The name of the limited liability company shall be BEACH APARTMENTS LLC (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Theodore P. Netzky, 55 East Superior Street, Chicago, Illinois 60611.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Regulations.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Iris Soto, c/o Capital Companies LLC, 161 Collins Avenue, Second Floor, Miami Beach, Florida 33139.

ARTICLE VI. MANAGEMENT

Management of the Company is reserved to its members, as determined by the Regulations, and is therefore a member-managed company. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

06 JUL 10 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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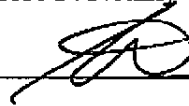
ARTICLE VII. AMENDMENT

The Articles may be amended only by unanimous consent of holders of the membership interest in the Company.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Organization at Miami, Florida, on this 10th day of JULY, 2001.



Theodore P. Netzky



Trustee for Pamela L. Investment Trust

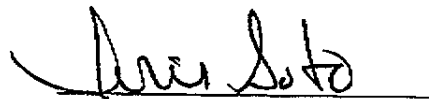
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of BEACH APARTMENTS LLC, 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 applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.



Iris Soto
Registered Agent

Dated: July 9th, 2001

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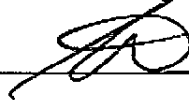
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Trustee for Pamela L. Investment Trust

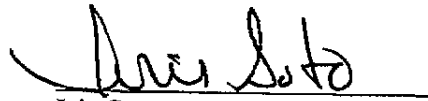
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