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ACCOUNT NO. : 072100000032

REFERENCE : 329426 7159131

AUTHORIZATION :

COST LIMIT : \$ PPD

BJH

ORDER DATE : November 6, 2001

ORDER TIME : 10:03 AM

ORDER NO. : 329426-005

CUSTOMER NO: 7159131

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-11/06/01--01025--024
****155.00 ****155.00

CUSTOMER: Irving Shimoff, Esq
Irving Shimoff, Esq.

Suite 3920
100 Southeast 2nd St.
Miami, FL 33131

RECEIVED
01 NOV -6 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: INDUSTRIAL PROPERTY VENTURES,
L.C.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

FILED
01 NOV -6 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
INDUSTRIAL PROPERTY VENTURES, L.C.

The undersigned, for the purpose of forming a Limited Liability Company under Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability Company is Industrial Property Ventures, L.C. (the "Company").

ARTICLE II - Address

The street address of the initial principal office and mailing address of the Company is c/o Lori Eisenberg, PMB 289, 1440 Coral Ridge Drive, Coral Springs, FL 33071

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a manager and the name and address of the manager is:

Lori Eisenberg
PMB 289
1440 Coral Ridge Drive
Coral Springs, FL 33071

ARTICLE V - Members Rights to Continue Business

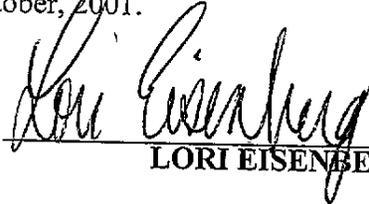
The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VI - Commencement

The existence of the Company shall commence upon the filing of these Articles of Organization with the Secretary of State of the State of Florida.

FILED
01 NOV - 6 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, a member of the Company, has executed these Articles of Organization on the 31st day of October, 2001.



LORI EISENBERG

CERTIFICATION OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF Section 608.415 or 608.507, Florida Statute, the undersigned limited liability company submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

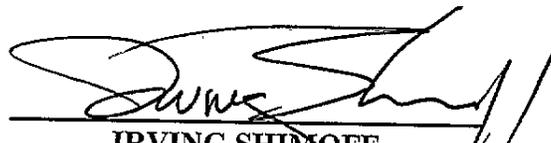
1. The name of the limited liability company is:

INDUSTRIAL PROPERTY VENTURES, L.C.

2. The name and address of the Registered Agent and Office is:

Irving Shimoff, Esq.
Bank of America Tower
100 Southeast 2nd Street
Suite 3920
Miami, Florida 33131.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place stated 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.


IRVING SHIMOFF

Dated: October 31, 2001