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ACCOUNT NO. : 072100000032

REFERENCE : 352977 7159131

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 13, 2001

ORDER TIME : 9:59 AM

ORDER NO. : 352977-005

CUSTOMER NO: 7159131

CUSTOMER: Irving Shimoff, Esq
Irving Shimoff, Esq.

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

DOMESTIC FILING

NAME: SOUTH BEACH MANOR, L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

JB
12-13-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 13 AM 11:25
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
SOUTH BEACH MANOR, 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 South Beach Manor, L.C. (the "Company").

ARTICLE II - Address

The street address of the initial principal office and mailing address of the Company is c/o Irving Shimoff, Esq., Bank of America Tower, 100 Southeast 2nd Street, Suite 3920, Miami, Florida 33131.

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 managing member and the name and address of the managing member is:

Irving Shimoff
100 S.E. 2nd Street
Suite 3920
Miami, FL 33131

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.

01 DEC 13 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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.

IN WITNESS WHEREOF, the undersigned, a member of the Company, has executed these Articles of Organization this 12th day of December, 2001.



IRVING SHIMOFF

APPROVED
AND
FILED

01 DEC 13 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

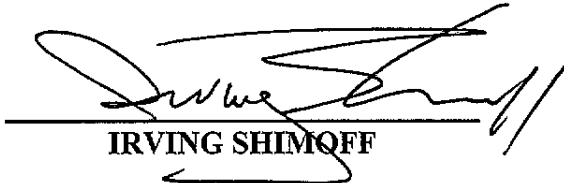
1. The name of the limited liability company is:

SOUTH BEACH MANOR, L.C.

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

Irving Shimoff, Esq.
100 S.E. 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

01 DEC 13 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Dated: December 12, 2001