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A PROFESSIONAL ASSOCIATION

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Donald J. Kahn
Joel S. Piotrkowski

January 25, 2002

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****125.00 ****125.00

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Articles of Organization of
Citrus Springs Villas, LLC

Gentlemen:

Enclosed herewith are the Articles of Organization for
Shores Center, LLC in duplicate.

Enclosed herewith is our check in the amount of \$125.00
representing the filing fee of \$100.00 and Resident Agent Fee of
\$25.00

Please file the Articles of Organization and return the copy to
the undersigned marked "filed".

If you have any questions, please advise.

Very truly yours,

JOEL S. PIOTRKOWSKI

JSP:ss
Enclosures

FILED
02 JAN 29 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO2-2660
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ARTICLES OF ORGANIZATION

OF

CITRUS SPRINGS VILLAS, LLC

The undersigned, desiring to form a limited liability company pursuant to Chapter 608, Florida Statutes, state:

ARTICLE I

NAME

The name of this limited liability company is CITRUS SPRINGS VILLAS, LLC.

ARTICLE II

DURATION

The duration of the limited liability company shall commence upon the filing of these Articles of Organization with the Florida Department of State and the issuance of the certificate of organization, and shall terminate fifty (50) years from the date of such certificate.

ARTICLE III

PURPOSE

It is the purpose of the limited liability company to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including but not limited to acquiring, owning, holding, improving, using, selling, conveying, mortgaging or otherwise dealing in or with real or personal property, or interests in real or personal property, wherever situated.

ARTICLE IV

ADDRESS

The mailing address and the address of the place of business of the limited liability company in the State of Florida is 2700 W. Cypress Creek Road, Suite C-103, Ft. Lauderdale, FL 33309, and the name and address of its initial Registered Agent is Joel S. Piotrkowski, Esquire, 317 - 71st Street, Miami Beach, Florida 33141.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

CASH AND PROPERTY CONTRIBUTED

The total amount of cash and a description and agreed value of property other than cash contributed is as follows: Cash in the amount of \$1,000.00.

ARTICLE VI

ADDITIONAL CONTRIBUTIONS

There is no agreement among the members to make additional contributions.

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members shall have the right to admit additional members only upon the unanimous consent of the members and only in the event if the new member assumes the existing obligations set forth in the operating agreement.

ARTICLE VIII

CONTINUITY OF BUSINESS

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

ARTICLE IX

MANAGEMENT

Management of the limited liability company is reserved to the members, whose names and addresses are as follows:

Stanley Markofsky - 2700 W. Cypress Creek Road, Suite C-103,
Ft. Lauderdale, FL 33309

Mark D. Ackerman - 2700 W. Cypress Creek Road, Suite C-103,
Ft. Lauderdale, FL 33309

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

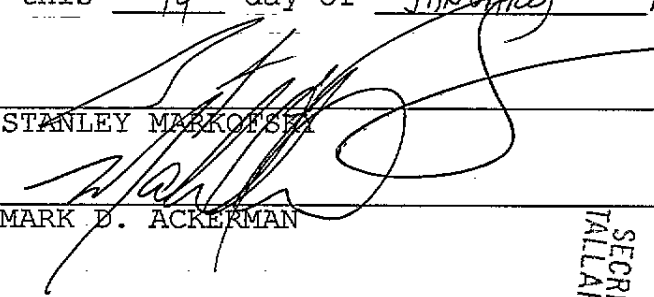
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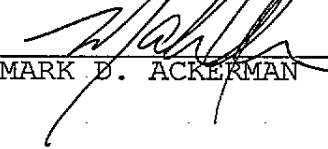
ARTICLE X

INDEMNIFICATION

The limited liability company shall indemnify any member, or former member, and agents of all members, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization as of this 14 day of January, 2002.


STANLEY MARKOFSKY

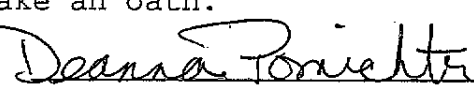

MARK D. ACKERMAN

STATE OF FLORIDA)
 :SS.
COUNTY OF BROWARD)

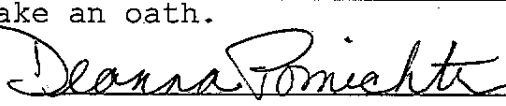
The foregoing instrument was acknowledged before me this 14 day of Jan, 2002, by Stanley Markofsky, who is personally known to me or who has produced identification and who did take an oath.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

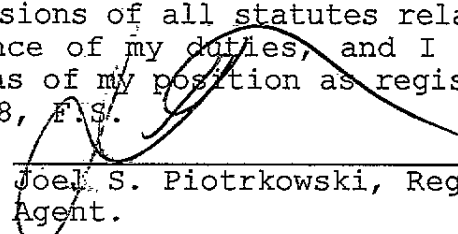
STATE OF FLORIDA)
 :SS.
COUNTY OF BROWARD)


DEANNA POMICHTER-MURRAY
Notary Public, State of Florida
My comm. exp. May 11, 2003
Comm. No. CC836193

The foregoing instrument was acknowledged before me this 14 day of Jan, 2002, by Mark D. Ackerman, who is personally known to me or who has produced identification and who did take an oath.


DEANNA POMICHTER-MURRAY
Notary Public, State of Florida
My comm. exp. May 11, 2003
Comm. No. CC836193

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 as provided for in Chapter 608, F.S.


Joel S. Piotrkowski, Registered Agent.