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**PHILLIPS, EISINGER, KOSS,
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Attorneys at Law

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January 18, 2002

Division of Corporations
Bureau of Corporate Records
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

200004833472--4
-02/11/02--01002--008
*****21.25 *****21.25

200004833472--4
-01/29/02--01042--002
****133.75 ****133.75

RE: Clubside Villas at Ballantrae, L.L.C.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Organization, along with our check in the amount of \$133.75, made payable to the Secretary of State, representing the following:

Filing Fee	\$100.00
Certified Copy	8.75
Registered Agent Filing Fee	<u>25.00</u>

TOTAL: \$133.75

These Articles need to be filed immediately, and the certified copy returned to the undersigned as soon as possible. Thank you in advance for your prompt attention to this matter.

Very truly yours,

DENNIS J. EISINGER
For the Firm

DJE:jcg
Enclosures

W02-3323
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
CLUBSIDE VILLAS AT BALLANTRAE, L.L.C.

I.

NAME

The name of the limited liability company (the "Company") is

CLUBSIDE VILLAS AT BALLANTRAE, L.L.C.

II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its
Operating Agreement.

III.

BUSINESS ADDRESS

The mailing address and principal place of business of the Company is 9851 SW
2nd Street, Plantation, Florida 33324.

IV.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of
Florida is DENNIS J. EISINGER, ESQUIRE, 4000 Hollywood Boulevard, Suite 265-S,
Hollywood, Florida 33021.

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TALLAHASSEE, FLORIDA

V.

ADDITIONAL MEMBERS

The Company shall initially have two (2) Members. No additional Members shall be added except by consent of the owners of a majority of the Membership Interests in the Company.

VI.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the Company 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 shall be as set forth in the Operating Agreement of the Company.

VII.

MANAGEMENT

Subject to the right(s) of the Members to elect a Manager or Managers as set forth in the Operating Agreement of the Company, the day-to-day management of the Company is reserved to the following Member(s) of the Company:

<u>Member</u>	<u>Address</u>
ROBERT HALPERN	9851 SW 2nd Street Plantation, Florida 33324
MARTIN V. ZELLER	3850 North 40 th Avenue Hollywood, Florida 33021


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TALLAHASSEE, FLORIDA

VIII.

SUBSCRIBER

The name and address of the person executing these Articles of Organization as authorized agent on behalf of the Members of the Company is DENNIS J. EISINGER, ESQUIRE, 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The subscriber shall not be liable, in any form or fashion, for any acts or omissions of the Company.

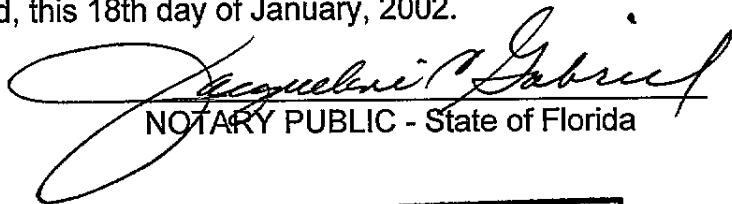
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 18th day of January, 2002.


DENNIS J. EISINGER, ESQUIRE
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TALLAHASSEE, FLORIDA
FILED

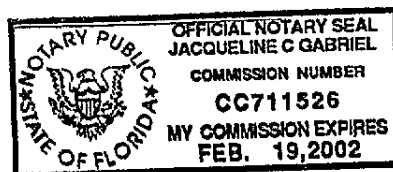
STATE OF FLORIDA)
COUNTY OF BROWARD)
:SS

BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared DENNIS J. EISINGER, personally known to me, or who has produced _____ as identification, to be the person who, as authorized agent on behalf of the Members, executed the foregoing Articles of Organization of CLUBSIDE VILLAS AT BALLANTRAE, L.L. C., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 18th day of January, 2002.


NOTARY PUBLIC - State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 18th DAY OF JANUARY, 2002.


DENNIS J. EISIGNER, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA