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February 20, 2002

3/8 MJH

Secretary of State

The Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

00789-00524-002671

Remove "organ" via Federal Express

W02-5335

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***155.00 ***155.00

Re: **Articles of Organization for Royal Palm Villas, L.L.C., a Florida limited liability company**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization for the above-referenced limited liability company. Also enclosed you will find our check in the amount of One Hundred Fifty-five Dollars (\$155.00) to cover the following costs:

1. \$ 100.00 - Filing Fee;
2. \$ 25.00 - Designation of Registered Agent;
3. \$ 30.00 - Certified Copy of the Articles of Organization.

TOTAL AMOUNT DUE - \$155.00

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Diane Whitacre
Paralegal

FILED
02 MAR -8 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 25, 2002

DIANE WHITACRE
CONROY, COLEMAN & HAZZARD, P.A.
2640 GOLDEN GATE PARKWAY, SUITE 115
NAPLES, FL 34105

SUBJECT: ROYAL PALM VILLAS, L.L.C.
Ref. Number: W02000005335

We have received your document for ROYAL PALM VILLAS, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must remove the term "Organizer" from the document.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 602A00011515

**ARTICLES OF ORGANIZATION
OF
ROYAL PALM VILLAS, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is Royal Palm Villas, L.L.C., referred to in these Articles of Organization as the "Company."

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the Company is 5454 Wisconsin Avenue, Suite 1015, Chevy Chase, Maryland 20815. The Company's registered agent is J. Thomas Conroy, III, whose office is located at 2640 Golden Gate Parkway, Suite 115, Naples, Florida 34105.

**ARTICLE III
DURATION**

The Company shall have perpetual duration.

ARTICLE IV

Purposely omitted.

FILED
02 MAR - 8 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI
MANAGEMENT

The Company is to be managed by the members as further provided in the Company's operating agreement. No member other than the managing members are agents of the Company or have the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company, each of whom, individually shall have that authority. The name and address of the managing members are:

Gerald I. Goldberg
5454 Wisconsin Avenue, Suite 1015
Chevy Chase, Maryland 20815

Jerome P. Lewis
118 C Palm Point Circle
Palm Beach Gardens, Florida 33418

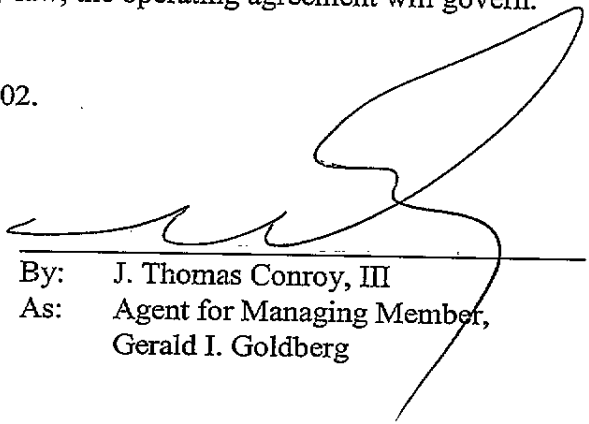
ARTICLE VII
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Company's operating agreement.

ARTICLE VIII
RELATIONSHIP OF ARTICLES OF ORGANIZATION TO
OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

Executed this 20th day of February, 2002.



By: J. Thomas Conroy, III
As: Agent for Managing Member,
Gerald I. Goldberg

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

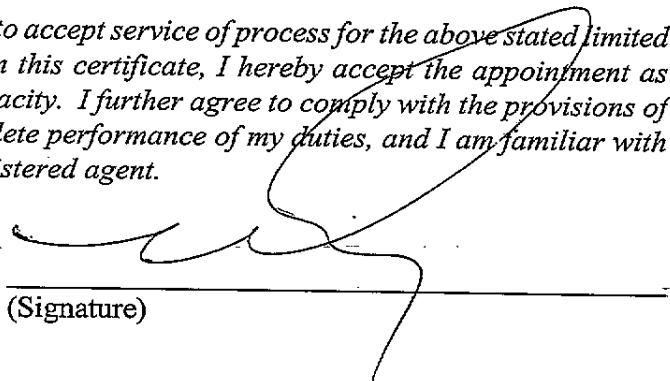
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Royal Palm Villas, L.L.C.

2. The name and address of the registered agent and office is:

J. Thomas Conroy, III
Conroy, Coleman & Hazzard, P.A.
2640 Golden Gate Parkway, Suite 115838 Tamiami Trail North, Suite 402
Naples, Florida 34105

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 accept the obligations of my position as registered agent.



(Signature)

February, 20th, 2002