ACCOUNT NO. :

072100000032

REFERENCE: 475548 121767A

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE: March 15, 2002

ORDER TIME : 10:24 AM

ORDER NO. : 475548-010

CUSTOMER NO:

121767A

600005110286--5

CUSTOMER: Ms. Maria Elena Diequez

Karp & Genauer, P.a.

Suite 1202

2 Alhambra Plaza

Coral Gables, FL 33134

DOMESTIC FILING

NAME:

VALENTINE INVESTMENT

PROPERTIES, LLC

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: Susie Knight - EXT.

EXAMINER'S INITIALS:

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

VALENTINE INVESTMENT PROPERTIES, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company

2121 Ponce de Leon Boulevard, Suite 711 Coral Gables, Florida 33134

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Mark S. Schechner

Name

2121 Ponce de Leon Boulevard, Suite 711

Florida street address (P.O. Box NOT acceptable)

Coral Gables, Florida 33134

City, State, and Zip

Having been named as registered agent and to accept service of process for the above sated 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 amfamiliar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Registered Agent's Signature

Mark S. Schechner

ARTICLE IV - Management (Check box, if applieable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company. The initial Manager of the Company shall be Lisa Berardelli.

(An additional article must be added if an effective date is requested)

Signature of a member-or-an-authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mark S. Schechner

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)