

L02000007909

AMSTEIN & LEHR
515 NORTH FLAGLER DRIVE SUITE 600
WEST PALM BEACH, FLORIDA 33401-4323
(561) 833-9800

FAX (561) 655-5551

FOUNDED 1893

BOCA RATON, FLORIDA
MIAMI, FLORIDA
CHICAGO, ILLINOIS
HOFFMAN ESTATES, ILLINOIS
MILWAUKEE, WISCONSIN

Steven L. Daniels
E-mail: stdaniels@amstein.com

March 19, 2002

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

800005147168--0
-03/25/02--01006--007
****105.00 ****105.00

Re: Crosswinds at Countyline, L.L.C.

800005147168--0
-03/25/02--01006--008
*****25.00 *****25.00

Dear Sir/Madam:

Enclosed for filing with the State is the original and one copy of Articles of Organization for the above-referenced corporation, and Mr. Rosen's check in the amount of \$105.00 representing the filing fee and the cost of a Certificate of Status. Also enclosed is this firm's check in the amount of \$25.00 to cover the cost of designating the registered agent. Please return the Certificate of Status to the undersigned in the self-addressed stamped envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,


Steven L. Daniels

SLD/dk
Enclosures

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MAR 31 11:15 AM
TALLAHASSEE, FLORIDA
L02-7909
OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 26, 2002

STEVEN DANIELS
515 NORTH FLAGLER DRIVE, SUITE 600
WEST PALM BEACH, FL 33401-4323

SUBJECT: CROSSWINDS AT COUNTYLINE, L.L.C.
Ref. Number: W02000008423

We have received your document for CROSSWINDS AT COUNTYLINE, L.L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 902A00018014

FILED
02 APR -3 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARNSTEIN & LEHR

515 NORTH FLAGLER DRIVE SUITE 600
WEST PALM BEACH, FLORIDA 33401-4323
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HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

Steven L. Daniels
E-mail: sldaniels@arnstein.com

March 29, 2002

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

Re: Crosswinds at Countyline, L.L.C.

Dear Sir/Madam:

Pursuant to your March 26, 2002 letter requesting an acceptance of designation of registered agent, I enclose a Certificate Designating Place of Business or Domicile for the Service of Process with this State, Naming Agent upon whom Process May be Served, signed by me, along with the letter from your office and the original and one copy of the Articles of Organization for the above-referenced company. Please return the Certificate of Status to the undersigned in the self-addressed, stamped envelope provided herein.

If you have any questions or if you require any additional information, please do not hesitate to contact me.

Very truly yours,



Steven L. Daniels

SLD/dk
Enclosures

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02 APR -3 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CROSSWINDS AT COUNTYLINE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be CROSSWINDS AT COUNTYLINE, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be:

2677 N.W. 46th Street
Boca Raton, FL 33434

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization or the Regulations of the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is:

Steven L. Daniels, Esquire
Arnstein & Lehr
433 Plaza Real, Suite 275
Boca Raton, FL 33432

ARTICLE V -- CAPITAL CONTRIBUTIONS AND OWNERSHIP UNITS

The Members of the Company shall contribute to the capital of the Company the cash set forth in Exhibit "A" and each Member shall receive the number of ownership units as set forth in said Exhibit. Each Member will retain that number of ownership units regardless of future capital contributions or withdrawals from the Company unless the issuance of additional units or the cancellation of units shall be agreed by all Members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each Member shall make additional capital contributions to the Company only on the unanimous consent of all the Members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional Member shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Regulations of the Company.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of all Members or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of the remaining Members, provided there is at least one remaining Member.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a Managing Member in accordance with Regulations adopted by the Members for the management of the business and affairs of the Company. These Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the Managing Member of the Company is:

Frank Rosen
2677 N.W. 46th Street
Boca Raton, FL 33434

The amendment of these Articles of Organization shall require the unanimous approval of the Members.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Boca Raton, Florida, on this 16th day of MARCH, 2002.

CROSSWINDS AT COUNTYLINE, LLC
a Florida limited liability company

By: _____

Frank Rosen, Managing Member

By: Clifford Tamis
Clifford Tamis, Member

By: Ronnie Rosen
Ronnie Rosen, Member

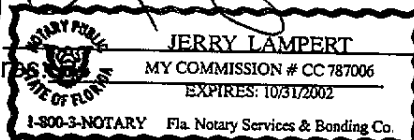
By: Stephen Isaacs
Stephen Isaacs, Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing was acknowledged before me on this 16th day of March, 2002 by FRANK ROSEN, as Managing Member of CROSSWINDS AT COUNTYLINE, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced _____ identification.

Jerry Lampert

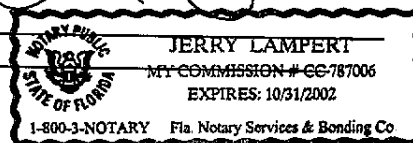
Notary Public
Commission No: _____
Commission Expires: _____



STATE OF FLORIDA
COUNTY OF PALM BEACH

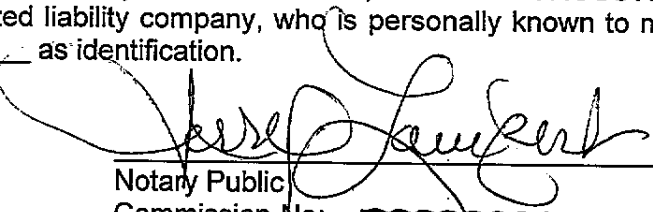
I hereby certify that a true and correct copy of the foregoing was acknowledged before me on this 16th day of March, 2002 by CLIFFORD TAMIS, Member of CROSSWINDS AT COUNTYLINE, LLC, a Florida limited liability company, who is personally known to me or has produced _____ as identification.

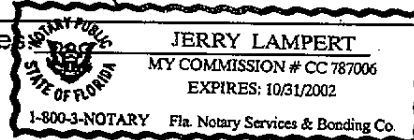
Jerry Lampert
Notary Public
Commission No: _____
Commission Expires: _____



STATE OF FLORIDA
COUNTY OF PALM BEACH

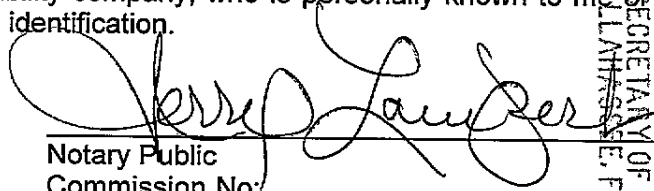
I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 16th day of MARCh, 2002 by RONNIE ROSEN, Member of CROSSWINDS AT COUNTYLINE, LLC, a Florida limited liability company, who is personally known to me or has produced _____ as identification.

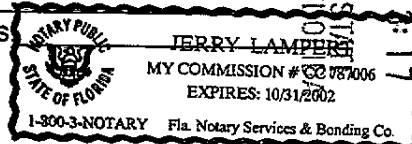

Notary Public
Commission No: _____
Commission Expires: _____



STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that a true and correct copy of the foregoing was acknowledged before me this 16th day of MARCh, 2002 by STEPHEN ISAACS, Member of CROSSWINDS AT COUNTYLINE, LLC, a Florida limited liability company, who is personally known to me or has produced _____ as identification.


Notary Public
Commission No: _____
Commission Expires: _____



62 APR -3 1PM 17
SECRETARY OF STATE
TALLAHASSEE, FL 32399

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Florida Statutes the following is submitted:

First – That Crosswinds at Countyline, L.L.C. has named Steven L. Daniels, who is located at Arnstein & Lehr, 515 North Flagler Drive, Suite 600, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Steven L. Daniels

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FILED
02 APR -3 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA