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LIMITED LIABILITY COMPANY

ALBANESE-POPKIN THE OAKS II DEVELOPMENT GROUP, LLC

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DIVISION OF CORPORATION

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
ALBANESE-POPKIN THE OAKS II DEVELOPMENT GROUP, LLC**

ARTICLE I - Name

The name of the Limited Liability Company is **ALBANESE-POPKIN THE OAKS II DEVELOPMENT GROUP, LLC** (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

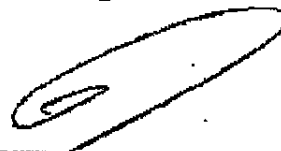
ARTICLE III - Registered Agent and Office

The name and Florida street address of the Company's registered agent is:

Edward D. Popkin
2499 Glades Road
Suite 114
Boca Raton, Florida 33431

ARTICLE IV - Management

The Company is to be managed by one or more managers and is therefore a manager-managed company.



Edward D. Popkin, Authorized Signor
Date: April 11, 2002

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

By: 

Edward D. Popkin

Date: April 11, 2002

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.

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