

Division of Corporations

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To:
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Fax Number : (850) 205-0383

From:
Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

LIMITED LIABILITY COMPANY

Fountains, LLC

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is:

Fountains, LLC

ARTICLE II - ADDRESS

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

Fountains, LLC
c/o Frederick K. Mehlman
J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, NY 10543

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ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by its Managing Member, Fred Mehlman. The address of the managing member is:

Frederick K. Mehlman
c/o J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, NY 10543

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Members may admit additional Members upon majority consent of all The Members.

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ARTICLE VI - MEMBERS

The names and addresses of Members are as follows:

WIENER FAMILY PARTNERSHIP,
a New York general partnership,
c/o J.R.D. Management Corp.
875 Mamaroneck Avenue
Mamaroneck, N.Y. 10543

ARTICLE VII - EFFECT OF BANKRUPTCY, DEATH,
OR INCOMPETENCY OF A MEMBER

The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsions, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.

ARTICLE VIII - PURPOSE

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project located, 14401 South Military Trail, City of Delray Beach, Palm Beach County, Florida (the "Property"); the legal description of which is attached hereto and made a part hereof marked Exhibit "A", and such activities as are necessary, incidental or appropriate in connection therewith.

ARTICLE IX - TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.



ROSS H. MANELLA

Authorized Representative of 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)

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. The name of the Limited Liability Company is:

Fountains, LLC

2. The name and the Florida street address of the Registered Agent are:

**Ross H. Manella, Esq.
Ross H. Manella, P.A.
2237 N. Commerce Parkway
Suite 3
Weston, Florida 33326**

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 and accept the obligations of my position as Registered Agent.

Dated this 22 day of April, 2002


ROSS H. MANELLA, ESQ.,
Registered Agent

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EXHIBIT A

All of Tracts "A", "B" and the Water Management Tract, FOUNTAINS AT DELRAY BEACH, according to the Plat thereof, as recorded in Plat Book 83, pages 37 and 38 of the Public Records of Palm Beach County, Florida.

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