

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
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Charles S. Sacher

Telephone: 305/448-3900
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OF COUNSEL
Martin E. Segal, P.A.

LO20000017115

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Patlon LLC
Our File No. 4046-5

600006250656--7
-07/08/02--01064--001
****160.00 ****160.00

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith one (1) original and one (1) copy of the fully executed and notarized Articles of Organization, together with our firm check in the amount of \$160.00.

Please cause the original copy of the Articles of Organization to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Fee	25.00
Certificate of Status	5.00
TOTAL	\$160.00

APPROVED
AND
FILED
02 JUL - 8 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please note that in accordance with §608.409 Florida Statutes, and Paragraph EIGHTH of the Articles of Organization, the limited liability company's existence will commence July 2, 2002, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Thank you for your attention to this matter.

Sincerely,

Charles P. Sacher

Charles P. Sacher

CPS/wh
Enclosures

cc: Mr. Michael Johnston Mann

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JB
7-9-02

**ARTICLES OF ORGANIZATION OF
Patlon LLC**

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, does hereby certify as follows:

FIRST: The name of said limited liability company shall be Patlon LLC.

SECOND: Patlon LLC shall exist in perpetuity.

THIRD: Copies of the Operating Agreement of Patlon LLC may be obtained from the Manager at 11961 S.W. 144th St., Miami, FL 33186, which is the place in the State of Florida where the principal office of the company is located. The mailing address of Patlon LLC shall be 11961 S.W. 144th St., Miami, FL 33186.

FOURTH: The purposes for which Patlon LLC is formed are:

a. Engaging in any and all phases of the business of acquiring, holding, renting, using and developing commercial real estate; and

b. Engaging in such other lawful acts or activities for which limited liability companies may be formed under Section 608.405, Florida Statutes.

FIFTH: The maximum number of ownership units which Patlon LLC is authorized to have outstanding is one hundred thousand (100,000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: Patlon LLC desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

SEVENTH: The name and street address of the subscribing Member to these Articles of Organization of Patlon LLC is as follows:

<u>NAME</u>	<u>ADDRESS</u>
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Charles P. Sacher	2655 LeJeune Road, Suite 1101, Coral Gables, FL 33134
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EIGHTH: The business of this limited liability company shall be managed by one (1) or more Managers who shall be elected by the Members, who shall be elected in accordance with the Operating Agreement. Patlon LLC will be a manager-managed limited liability company.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

The name and street address of the initial Manager, who shall hold office for the first year of its existence or until his successor is elected and qualified is as follows:

NAME

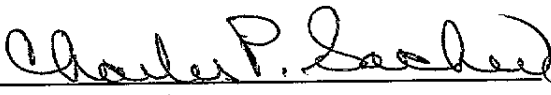
ADDRESS

Michael Johnston Mann

11961 S.W. 144th St., Miami, FL 33186

In accordance with the provisions of §608.409, Florida Statutes, the effective date of existence is specified to be July 2, 2002, so long as these Articles or Organization are filed with the Secretary of State within five (5) business days of this date.

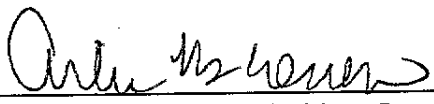
WITNESS my hand and seal this 2 day of July, 2002.

 (SEAL)
Charles P. Sacher

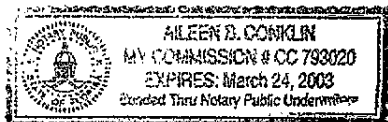
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 2 day of July, 2002.


Notary Public, State of Florida at Large

My commission expires:



02 JUL -8 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for Patlon LLC at place designated in Section SIXTH of the attached Articles of Organization, I hereby acknowledge that I am familiar with and accept the obligations of that position.

 (SEAL)
Charles P. Sacher, Registered Agent

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APPROVED
AND
FILED

02 JUL -8 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA