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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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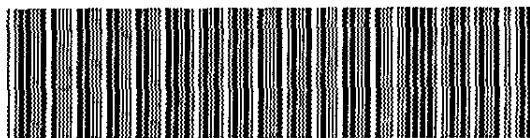
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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AND DEPT OF AGRICULTURE

JB
11-14-02

DANIEL A. JACOBSON, P.A.

ATTORNEY AT LAW

November 11, 2002

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Walnut Motel Apartments, L.L.C.

Dear Gentlemen:

Enclosed herewith, please find the Articles of Organization for the referenced limited liability company. Please register this company amongst your records. Also enclosed is this office's check in the amount of \$125.00 which sum represents the Filing Fees and Designation of Registered Agent.

Please do not hesitate to contact me with any questions that you may have.

Very truly yours,


Daniel A. Jacobson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
WALNUT MOTEL APARTMENTS, L.L.C.

ARTICLE-I

NAME

The name of the limited liability company shall be:

WALNUT MOTEL APARTMENTS, L.L.C.

ARTICLE-II

EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE-III

PURPOSE

The limited liability company may engage in any activity or business permitted under the laws of the United States and the State of Florida, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE-IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address of the principal office of the limited liability company is: 333 Walnut Street, Hollywood, FL 33019.

ARTICLE-V

INITIAL REGISTERED AGENT

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TALLAHASSEE, FLORIDA

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

Daniel A. Jacobson
2500 North Federal Highway, Suite 100
Fort Lauderdale, FL 33305

ARTICLE-VI

MANAGEMENT

The limited liability company is to be managed by a Manager, and the name and address of the Manager who is to serve is:

John Nordinger
333 Walnut Street
Hollywood, FL 33019

ARTICLE-VII

RESTRICTIONS ON MEMEBERSHIP AND RIGHT TO CONTINUE AFTER WITHDRAWAL OF MEMBER

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE-VIII

CONTRACTING DEBTS

The Manager shall be authorized to incur any liability on behalf of the limited liability company.

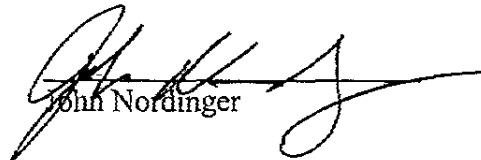
ARTICLE-IX

INDEMNIFICATION

This company shall indemnify its Manager to the full extent permitted by the laws of the State of Florida.

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ALLAHACSEE, ST. PETERSBURG, FLORIDA

In accordance with Section 608.408(3), F.S., the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Hollywood, FL, this ____ day of November, 2002.


John Nordinger

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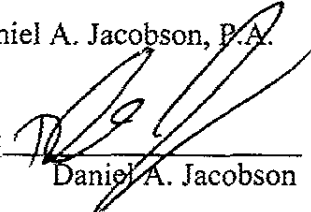
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent of Walnut Motel Apartment, L.L.C. to accept service of process for such limited liability company at the at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of it duties, and is familiar with and accepts the obligations of it position as registered agent.

Dated this 7 day of November, 2002.

Daniel A. Jacobson, P.A.

By: 
Daniel A. Jacobson

AND
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TALLAHASSEE, FLORIDA