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DIVISION OF CORPORATION

JP 20-2



ACCOUNT NO. : 072100000032

REFERENCE : 827267 11875A

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pigot

ORDER DATE : November 19, 2002

ORDER TIME : 10:25 AM

ORDER NO. : 827267-005

CUSTOMER NO: 11875A

CUSTOMER: Alan J. Polin, Esq
Alan J. Polin, Esq

Suite 601
3300 University Drive
Coral Springs, FL 33065

DOMESTIC FILING

NAME: SEA GLASS REALTY, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

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**ARTICLES OF ORGANIZATION
OF
SEA GLASS REALTY, L.L.C.**

The undersigned initial members of SEA GLASS REALTY, L.L.C., a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: SEA GLASS REALTY, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on September 18, 2002, and shall continue until December 31, 2052, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The initial mailing address of this Company is:

3300 University Drive
Suite 601
Coral Springs, FL 33065

Such mailing address may also be revised to such locations within the State of Florida and may be determined by majority of the members of the Company.

ARTICLE IV. STREET ADDRESS OF COMPANY

The initial street address of the principal office of the Company is:

3300 University Drive
Suite 601
Coral Springs, FL 33065

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Such street address may also be revised to such locations within the State of Florida and may be determined by majority of the members of the Company.

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The initial registered agent and the street address of the initial registered agent of this Company in the State of Florida shall be:

Alan J. Polin, Esq.
3300 University Drive
Suite 601
Coral Springs, FL 33065

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the majority vote of the members of the Company at a duly called meeting of the members or by written consent of the majority of the members of the Company.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the majority vote of all members of the Company, (excluding the member seeking to transfer his interest in the Company), which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the surviving members elect to continue the Company upon the majority vote of the members of Company which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

ARTICLE IX. MANAGEMENT OF THE COMPANY

The Company shall be managed by the individuals whose names are set forth below:

Alan J. Polin, Esq.
3300 University Drive
Suite 601
Coral Springs, FL 33065

Philip Cucci
2362 W. Maya Palm Drive
Boca Raton, FL 33432

David Lantz
2621 N.E. 20th Avenue
Lighthouse Point, FL 33064

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the majority vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

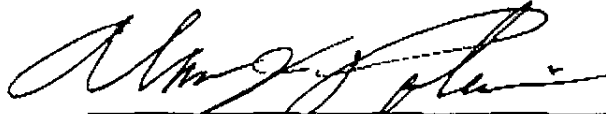
ARTICLE XII. AMENDMENT OF REGULATIONS


Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the majority vote of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

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IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 13th day of September, 2002.

INITIAL MEMBER(S):


ALAN J. POLIN, Initial Member


PHILIP CUCCITELLI, Initial Member


DAVID LANTZ, Initial Member

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AD
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of SEA GLASS PROPERTIES, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and

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accepts, the obligations of such position.

Dated: November 18, 2002


ALAN J. POLIN

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SECRETARY OF THE
ARTISTS' GUILD