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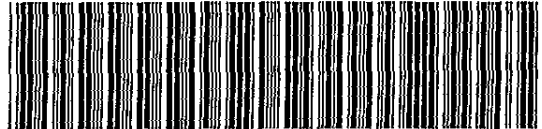
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TALLAHASSEE, FLORIDA

Law Office of
MICHAEL R. FABRIKANT, ESQ.

Michael R. Fabrikant, J.D., L.L.M.,
(Former IRS Estate and Gift Tax Attorney)
Of Counsel:
Kevin H. Fabrikant, J.D.
David S. Fabrikant, J.D.

2051 Borealis Way
Weston, Florida 33327
Tel.: (954) 454-6100
Facsimile: (954) 659-9699

1250 E. Hallandale Beach Blvd.
Suite 710
Hallandale, FL 33009

Please contact me at the Weston office

December 31, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Filing of Limited Liability Companies

Dear Sir or Madam:

Enclosed please find Articles of Organization for the following limited liability companies:

1. Middle Pinewood Property Limited Liability Company;
2. North Whispering Pines Property Limited Liability Company;
3. Pinewood St. Mary's Property Limited Liability Company;
4. Elizabeth Kirshbaum Property Limited Liability Company;
5. North Pinewood Property Limited Liability Company;
6. Harisia Property Limited Liability Company;
7. Australian King Property Limited Liability Company;
8. Fliten, Limited Liability Company;
9. Tenfli, Limited Liability Company;
10. South Pinewood Property Limited Liability Company.

Also enclosed please find a check in the amount of \$1,250.00 representing filing fees of \$100.00 for each entity, plus \$25.00 Designation of Registered Agent for each entity.

Kindly send to this office a letter of acknowledgment upon registration of each entity.

Thank you.

Very truly yours,



MICHAEL R. FABRIKANT

MRF/wf
enc

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A.K.A. 15719 ST
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**ARTICLES OF ORGANIZATION OF
PINEWOOD ST. MARY'S PROPERTY LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

The undersigned certifies that I have established a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be PINEWOOD ST. MARY'S PROPERTY LIMITED LIABILITY COMPANY and its mailing address/principle office shall be located at P.O. Box 432, West Palm Beach, Florida 33402, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

**ARTICLE II
PURPOSE AND POWERS**

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes, including the trade or business of renting real estate.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any

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of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any other of the purposes or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with other incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member(s) of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by unanimous vote of the member(s) of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its member(s) whose names and addresses are as follows:

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TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
<u>Maelouise L. Tennant</u> Initial Member	P.O. Box 432 West Palm Beach, FL 33402
<u>ANLIL HOLDINGS</u> <u>LIMITED PARTNERSHIP,</u> Final member	P.O. Box 432 West Palm Beach, FL 33402

**ARTICLE V
PROFITS AND LOSSES**

(a) *Profit Sharing.* The member(s) shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the member(s) each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being Dec. 31, 2002.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and profits of the business, or, if these sources are insufficient to cover such losses, by the member(s) in equal shares.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial office of the limited liability company is P.O. Box 432, West Palm Beach, Florida 33402, and the name of the company's initial registered agent at 2051 Borealis Way, Weston, Florida 33327, is Michael R. Fabrikant, Esquire.

The undersigned, being the original member(s) of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PINEWOOD ST. MARY'S PROPERTY LIMITED LIABILITY COMPANY

Executed by the undersigned at West Palm Beach, Florida, on December 17, 2002.

[Signature]

Witness

[Signature]

Witness

[Signature]

Witness

[Signature]

MAELOUISE L. TENNANT, Initial Member

ANLIL HOLDINGS LIMITED
PARTNERSHIP, CARMAE HOLDINGS, LLC,
General Partner

[Signature]

By: _____

MAELOUISE L. TENNANT, Member
of CARMAE HOLDINGS, LLC

[Signature]

CARL A. FLICK, Member of
CARMAE HOLDINGS, LLC

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF Palm Beach

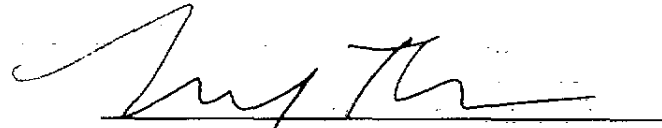
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered agent in the State of Florida.

The name of the limited liability company is **PINEWOOD ST. MARY'S PROPERTY LIMITED LIABILITY COMPANY**

The name of the registered agent for **PINEWOOD ST. MARY'S PROPERTY LIMITED LIABILITY COMPANY** is Michael R. Fabrikant, Esquire, and the street address where the agent is located is 2051 Borealis Way, Weston, Florida 33327.

This statement is to acknowledge that, as indicated above, **PINEWOOD ST. MARY'S PROPERTY LIMITED LIABILITY COMPANY** has appointed me, Michael R. Fabrikant, Esquire, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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: 12/17/02


Michael R. Fabrikant, Registered Agent