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| PICK-UP WAIT MAIL |
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| Certified Copies Certificates of Status |
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| Special Instructions to Filing Officer: |
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GERALD WEINBERG, P.C.

Attorneys at Law 90 State Street Albany, New York 12207

Gerald Weinberg Lawrence A. Kirsch Telephone (518) 463-2051 NYS (800) 342-9856 Facsimile (518) 463-0079

February 3, 2003

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: VILLA D'ESTE PROPERTIES LLC

Enclosed herein please find original and a copy of the Articles of Organization for the above named Limited Liability Company. Please file the documents and return to me a stamped filed copy of the Articles for each. Enclosed please find checks made payable to Florida Department of State in the amount of \$125.00 each.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Katherine E. Mitchell

Legal Assistant

Enc.

ARTICLEŞ OF ORGANIZATION FOR FLORIDA LÎMITED LIABILITY COMPANY

The name of the Limited Liability Company is:

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ARTICLE I - Name:

ARTICLE II - Address:

| The mailing address and street address of the principal office of the Limited Liability Company is: 7886 VILLA D'ESTEWNY, DELRAY BEACH, FL 334 | 4 |
|--|-------------------|
| ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature: | |
| The name and the Florida street address of the registered agent are: LAURA MODRE Name Name Plorida street address (P.O. Box NOT acceptable) Octor Beach, Ft. 3344 6 City, State, and Zip | |
| Ilaving 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 as provided for in Chapter 608, F.S. Registered Agent's Signature | |
| Article IV - Management (Check box if applicable.) The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company. | |
| (An additional article must be added if an effective date is requested) Signature of a member or an authorized representative of a 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.) | - 1 - 1 - 1 |
| KATHERINE E. MITCHELL, AUTH. REP. 577 & | - |