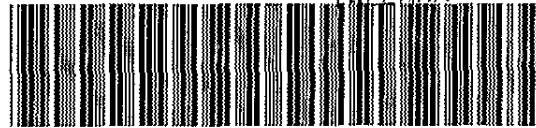


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

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ZVI LEVIN

Midtown Court, LLC

FILED
Boca Raton, FL 33429
(561) 991-9223 Telephone
(561) 992-7169 Facsimile
levinz@bellsouth.net
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 5, 2003

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Articles of Organization for Midtown Court, LLC

To Whom It May Concern:

Enclosed please find:

- (1) A check in the amount of \$125.00, payable to the Florida Department of State; and
- (2) The Articles of Organization for Midtown Court, LLC.

Please file the Articles of Organization and return the letter of acknowledgment to the address listed above. If you have any questions, please do not hesitate to contact this office. Thank you.

Very truly yours,


Zvi Levin

Enclosures

**ARTICLES OF ORGANIZATION
FOR
MIDTOWN COURT, LLC**

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**ARTICLE ONE
NAME**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The name of the Limited Liability Company is: MIDTOWN COURT, LLC.

**ARTICLE TWO
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: P.O. Box 4110, Boca Raton, FL 33429.

**ARTICLE THREE
DURATION**

The period of duration for the Limited Liability Company shall be 50 years from the date these Articles are accepted for filing.

**ARTICLE FOUR
MANAGEMENT**

The Limited Liability Company is to be managed by a Member and the name and address of that Member is:

**ZVI LEVIN
2070 N. OCEAN BLVD., NO. 3
BOCA RATON, FL 33431**

**ARTICLE FIVE
ADMISSION OF ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be pursuant to the Operating Agreement for the Limited Liability Company, executed by the Members, then in effect.

**ARTICLE SIX
MEMBERS RIGHT TO CONTINUE BUSINESS**

The right, if given, of the remaining members of the Limited Liability Company to continue the business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be pursuant to the Operating Agreement for the Limited Liability Company, executed by the Members, then in effect.

ARTICLE SEVEN
REGISTERED AGENT

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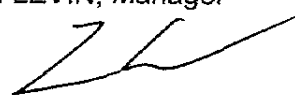
03 FEB 13 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial registered agent of the Limited Liability Company is:

ZVI LEVIN
2070 N. OCEAN BLVD., NO. 3
BOCA RATON, FL 33431

ZVI LEVIN, Manager



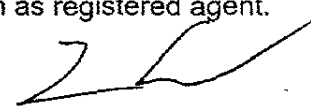
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is MIDTOWN COURT, LLC.
2. The name and address of the registered agent and office is:

ZVI LEVIN
2070 N. OCEAN BLVD., NO.: 3
BOCA RATON, FL 33431

Having 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.



ZVI LEVIN, as Registered Agent

Date: 2-11-03