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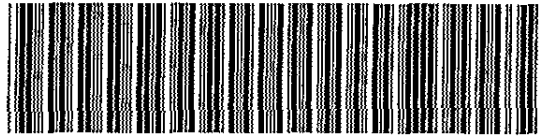
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SHAPIRO & BLASI  
WASSERMAN, P.A.  
ATTORNEYS AT LAW

ANDREW B. BLASI  
ANDREW M. DECTOR\*  
DANIEL R. LEVINE\*\*  
MICHAEL B. SHAPIRO  
JEFFREY P. WASSERMAN\*\*\*

PATRICIA ALEXANDER  
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\*\*\* CERTIFIED FAMILY LAW MEDIATOR  
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TEL (954) 989-8100  
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February 18, 2003

Via Federal Express

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

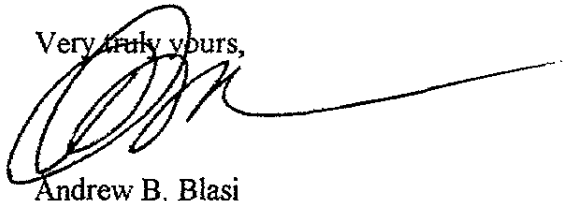
Re: RAPSTA OCEANVIEW, LLC.

Gentlemen:

In connection with the referenced entity, enclosed please find original Articles of Organization and Registered Agent Designation, together with this firm's check in the amount of \$125.00 representing the filing fee and certified copy fee. Please file stamp the enclosed copy and return with your receipt.

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,



Andrew B. Blasi

ABB/nm  
Enclosures

F:\DOCS\ANDREW\CORP\RAPSTA.LTR

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**ARTICLES OF ORGANIZATION  
FOR  
RAPSTA OCEANVIEW, LLC**

**ARTICLE I  
NAME AND PURPOSE**

The name of the Limited Liability Company being herewith formed pursuant to and in accordance with the provisions of Section 608.407(1), Florida Statutes, is **RAPSTA OCEANVIEW, LLC**. The purpose of this limited liability company is to conduct all such activities as are permissible under law.

**ARTICLE II  
ADDRESS**

The mailing address of **RAPSTA OCEANVIEW, LLC** is 7448 Rexford Road, Boca Raton, Florida 33434, and the street address of 7448 Rexford Road, Boca Raton, Florida 33434.

**ARTICLE III  
DURATION**

The period of duration for **RAPSTA OCEANVIEW, LLC** shall be NINETY-NINE (99) years, unless sooner dissolved in a manner provided by law or by the unanimous written agreement of all the members.

**ARTICLE IV  
MANAGEMENT**

The management of **RAPSTA OCEANVIEW, LLC** shall be reserved to the members, whose names and addresses are:

1. Norman P. Rappaport  
7448 Rexford Road  
Boca Raton, Florida 33434
2. Norkin Investments Limited Partners  
5775 Blue Lagoon Drive, Suite 230  
Miami, Florida 33126
3. Mini Investments, Inc.  
5775 Blue Lagoon Drive, Suite 230  
Miami, Florida 33126

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4. Jonathan Strauss  
21 Maria Road  
Woodcliffe Lake, New Jersey 07675
5. David M. Strauss  
762 Oak Lane  
Franklin Lakes, New Jersey 07417
6. Kreinik Family Partnership  
5 Leone Close  
Scarsdale, New York 10583
7. Louis Steiner  
19787 Oak Brook Circle  
Boca Raton, Florida 33434
8. Gary Katz  
7516 Mahogany Bend, Suite #30  
Boca Raton, Florida 33434
9. Bruce C. Gomberg  
110 Durland Road  
East Rockaway, New York 11563
10. Stan H. Kovak  
112 Wild Duck Road  
Wilton, Connecticut 06897
11. Richard M. Schwartz  
9 Augusta Court  
New City, New York 11328

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#### ARTICLE V ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members, and the terms and conditions of such admissions, shall be determined by the a majority vote of the members with the concurrence of the Managing Member.

#### ARTICLE VI REMAINING MEMBERS RIGHT TO CONTINUE BUSINESS

The right of the remaining members to continue the business of the Company on 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 RAPSTA OCEANVIEW, LLC shall be determined by a majority vote of the members with the concurrence of the Managing Member.

#### ARTICLE VII AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Section 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by the Managing Member of the Company. In the event a new member is added by such amendment, it shall be also signed by the member so added.

#### ARTICLE VIII REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members upon a majority vote of the members with the concurrence of the Managing Member. Regulations adopted by the members may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulations may not be altered, amended or repealed.

#### ARTICLE IX INFORMAL ACTION OF MEMBERS

Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting.

#### ARTICLE X TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a member of this Company may not be transferred or assigned without the majority vote of the members with the concurrence of the Managing Member.

#### ARTICLE XI WITHDRAWAL OR REDUCTION OF MEMBER'S CONTRIBUTIONS TO CAPITAL

(1) A member shall not receive out of the Company any property or any part of its contribution to capital until:

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(a) all liabilities of the Company, except liabilities to members on account of their contribution to capital, have been paid or sufficient property of the Company remains to pay them, or

(b) the consent of a majority of the members with the concurrence of the Managing Member is had, unless the return of the contributions to capital may be rightfully demanded, or

(c) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

(2) A member shall be entitled to the return of its contribution in accordance with the following percentage ownership interests of the members.

	<u>NAME</u>	<u>PERCENTAGE OF OWNERSHIP INTEREST</u>
1.	Norman P. Rappaport 7448 Rexford Road Boca Raton, Florida 33434	36.667 %
2.	Norkin Investments Limited Partners 5775 Blue Lagoon Drive, Suite 230 Miami, Florida 33126	13.334 %
3.	Mini Investments, Inc. 5775 Blue Lagoon Drive, Suite 230 Miami, Florida 33126	6.667 %
4.	Jonathan Strauss 21 Maria Road Woodcliffe Lake, New Jersey 07675	5.000 %
5.	David M. Strauss 762 Oak Lane Franklin Lakes, New Jersey 07417	5.000 %
6.	Kreinik Family Partnership 5 Leone Close Scarsdale, New York 10583	3.333 %
7.	Louis Steiner 19787 Oak Brook Circle Boca Raton, Florida 33434	10.000 %

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| 8.  | Gary Katz<br>7516 Mahogany Bend, Suite #30<br>Boca Raton, Florida 33434 | 10.000 % |
| 9.  | Bruce C. Gomberg<br>110 Durland Road<br>East Rockaway, New York 11563   | 3.333 %  |
| 10. | Stan H. Kovak<br>112 Wild Duck Road<br>Wilton, Connecticut 06897        | 3.333 %  |
| 11. | Richard M. Schwartz<br>9 Augusta Court<br>New City, New York 11328      | 3.333 %  |

ARTICLE XII  
PROFITS AND LOSSES

The members shall be entitled to the net profits arising from the operation of the Company's business that remain after the payment of the expenses of conducting the Company's business. Each member shall be entitled to a distributive share of the Company's profits in amount equal to their percentage of ownership interest set forth in Article XI. The distributive share of the profits shall be determined and paid to the members on such periodic basis as the members shall unanimously determine, but in no event less frequently than annually. Any losses that occur in the operation of the Company's business shall be paid out of the Company's capital.

ARTICLE XIII  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 7777 Glades Road, Suite 200, Boca Raton, Florida 33434. The name of the Company's initial registered agent at that address is Law Offices of Shapiro, Blasi & Wasserman, P.A. ✓

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IN WITNESS WHEREOF, the undersigned Managing Member of RAPSTA OCEANVIEW, LLC hereby sets his hand and seal unto these Articles of Organization by execution of the undersigned members, effective as of this 18 day of February, 2003.

MANAGING MEMBER:

  
NORMAN RAPPAPORT


STATE OF FLORIDA     )  
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 18th day of February, 2003, before me, an officer duly authorized in the State and County, aforesaid to take acknowledgments, personally appeared NORMAN RAPPAPORT, [X] who is personally known to me, or [ ] who has produced \_\_\_\_\_, as identification, the person described in and who executed the foregoing instrument, and [X] who did [ ] who did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 18th day of February, 2003.



Andrew B. Blasi  
Commission # CG 874534  
Expires Oct. 25, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public, State of \_\_\_\_\_

(Print Name of Notary)

My commission expires:

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RAPSTA OCEANVIEW, LLC  
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the limited liability company is **RAPSTA OCEANVIEW, LLC.**

2. The name and address of the Registered Agent and Office is:

**Shapiro, Blasi & Wasserman, P.A.  
7777 Glades Road, Suite 200  
Boca Raton, FL 33434**

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.

**SHAPIRO, BLASI & WASSERMAN, P.A.**

BY: \_\_\_\_\_

**ANDREW B. BLASI, VICE-PRESIDENT**

STATE OF FLORIDA       )  
COUNTY OF PALM BEACH )

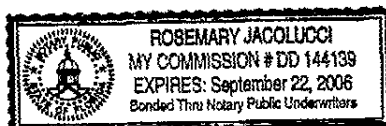
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I HEREBY CERTIFY that on this 18 day of February, 2003, before me, an officer duly authorized in the State of Florida, County of Palm Beach aforesaid to take acknowledgments, personally appeared Andrew B. Blasi, who is the Vice-President of Shapiro, Blasi & Wasserman, P.A. and who is personally known to me, the person described in and who executed the foregoing instrument and [ ] who did [ ] who did not take an oath, on behalf of said professional corporation.

WITNESS my hand and official seal in the County of Palm Beach, State of Florida last aforesaid this 18 day of February, 2003.

\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



\_\_\_\_\_  
(Print Name of Notary)