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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

717 BREAKERS, LLC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
717 BREAKERS, LLC**

ARTICLE I - NAME:

The name of the Limited Liability Company is: 717 Breakers, LLC

ARTICLE II - ADDRESS:

The mailing address and the street address of the principal office of the Limited Liability Company is c/o 1164 Associates, LLC, Attn: Paul Johnson, 1164 East Oakland Park Boulevard, Suite 300, Oakland Park, FL 33334.

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Name

Address

Robert N. DeBenedictis

227 E 56 Street, Suite 400, New York, NY 10022

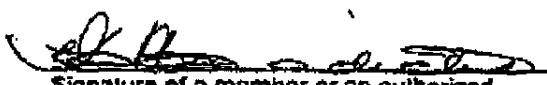
ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be conditioned upon the unanimous consent of the members.

ARTICLE VI - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business 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 the limited liability company shall be conditioned upon the unanimous consent of the remaining members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this ____ day of March, 2003.


Signature of a member or an authorized
representative of a member

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(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert N. DeBenedictis

Typed or printed name of signer

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 717 Breakers, LLC
2. The name and the Florida street address of the registered agent are:

Robert N. DeBenedictis c/o 1164 Associates, LLC, Attn: Paul Johnson
Name

1164 East Oakland Park Boulevard, Suite 300
Florida Street Address (P.O. Box NOT acceptable)

Oakland Park, FL 33334
City, State and Zip Code

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.


Signature

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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