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SECRETARY OF STATE  
TALLAHASSEE, FLORIDAFlorida Department of State  
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## LIMITED LIABILITY COMPANY

QUALITY FIRST HOMES X, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF ORGANIZATION

OF

QUALITY FIRST HOMES X, L.L.C.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(4)

The undersigned, desiring to form a Limited Liability Company pursuant to Florida Statutes Chapter 608, hereby states as follows:

ARTICLE I

The name of this Limited Liability Company shall be Quality First Homes X, L.L.C.

ARTICLE II

The existence of this Company shall commence when these Articles of Organization are filed with the Secretary of State of the State of Florida and the Company shall have a perpetual existence.

ARTICLE III

The purpose of which this Company is organized is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation as the Members may agree upon.

ARTICLE IV

The initial place of business and mailing address of the Company shall be 1785 N.E. 162<sup>nd</sup> Street, North Miami Beach, Florida 33162.

ARTICLE V

The Company's initial registered agent for service of process in the State of Florida shall be Jeffrey N. Marks, Esq. whose address is 1815 Griffin Road, Suite 200, Dania, Florida 33004.

Prepared By:  
Melissa K. Rashbaum, Esq.  
1815 Griffin Road, Suite 200  
Dania, FL 33004  
954-342-8484  
Florida Bar Number 0059854

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ARTICLE VI

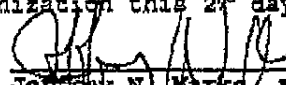
No member may be admitted to the Company other than as provided in the Regulations from time to time adopted by the members hereof.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member hereof or upon the occurrence of any other event which terminates the continued membership of any member hereof, the remaining members shall have the right pursuant to Regulations adopted by said members to continue the existence of this Company.

ARTICLE VII

The management of this Company is reserved to the members. The initial members shall be Bennett Gamel whose address is 1785 N.E. 162<sup>nd</sup> Street, North Miami Beach, Florida 33162, and Stuart Allen whose address is 7000 Island Boulevard, Unit 402, Williams Island, Florida 33160; both shall be the managing members.


IN WITNESS WHEREOF, the undersigned, being an authorized representative of both Bennett Gamel and Stuart Allen, the members of the above-named Company, for the purpose of forming a limited liability company to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Organization this 2<sup>nd</sup> day of April, 2003.

  
Jeffrey N. Marks, authorized  
representative of Bennett Gamel  
and Stuart Allen, Members

STATE OF FLORIDA            )  
                                  ) ss:  
COUNTY OF BROWARD        )

The foregoing Articles of Organization was acknowledged to me this 2<sup>nd</sup> day of April, 2003, by Jeffrey N. Marks, as authorized representative of Bennett Gamel and Stuart Allen, Members, who is personally known to me, and who took an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
Notary Public, State of Florida

My Commission Expires:



Melissa Kay Rashbaum  
Commission # DE014958  
Expires May 18, 2005  
Bonds Thru  
Atlantic Bonding Co., Inc.

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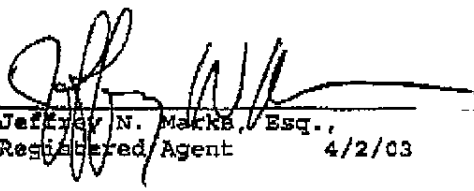
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

03 APR -2 PM 3:34

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.407 and Section 48.091, Florida Statutes, the undersigned company, organized under the laws of the State of Florida, 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: Quality First Homes X, L.L.C.
2. The name and address of the registered agent and office is: Jeffrey N. Marks, Esq., 1815 Griffin Road, Suite 200, Dania, Florida 33004.

  
 Jeffrey N. Marks, Esq.,  
 Registered Agent 4/2/03

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.

  
 Jeffrey N. Marks, Esq.,  
 Registered Agent 4/2/03

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