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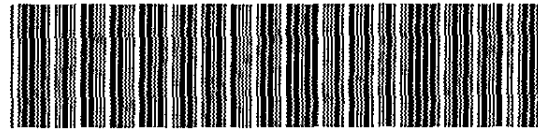
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Offices Of
David E. Platte
603 Indian Rocks Road
Belleair, FL 33756
(727) 461-0420

Also Admitted in Colorado

Fax (727) 461-5655

May 9, 2003

Department of State
Division of State
P.O. Box 6327
Tallahassee, FL 32314

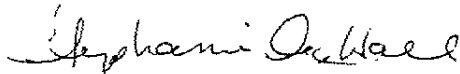
Re: Regency Manor Properties, LLC

Please find enclosed the Articles of Organization for the above limited liability company with our check in the amount of \$125.00 for the filing thereof.

Also enclosed is a registered agent form and a copy of the articles to be returned to this office with the filing information.

Thank you for your attention to this matter.

Yours very truly,



Stephanie A. Hall
Legal Assistant

enc.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is Regency Manor Properties, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of Regency Manor Properties, L.L.C. is 800 Indian Springs Road, Novato, CA 94947

ARTICLE III - Duration:

The period of duration for Regency Manor Properties, LLC shall be perpetual

ARTICLE IV - Registered Agent:

The name and street address of the company's initial Registered Agent in the State of Florida is :

David E. Platte, Esquire
603 Indian Rocks Road
Belleair, FL 33756

Said Registered Agent has simultaneously herewith executed a statement in writing prescribed by the Department of State accepting the appointment as a Registered Agent, which acceptance states that the Registered Agent is familiar with and accepts the obligations of that position.

ARTICLE V - Additional Members:

The Members may admit additional members to the company, provided the existing members have a right of first refusal to purchase any interest of an existing member and further provided that any additional members are subject to the terms and conditions of the Operating Agreement.

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ARTICLE VI - Continuation of Business

Upon the death, retirement, resignation or expulsion of any member of the company, the business of the company shall continue, subject to the terms of the Operating Agreement.


ARTICLE VII - Management

The company is to be managed by its members, through one designated managing member whose name and address is as follows:

James Neal
11201 Valley Spring Lane
Studio City, CA 91602

Regency Manor Properties, LLC

By:


James Neal, Managing Member

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**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:

Regency Manor Properties, LLC

2. The name and the Florida street address of the registered agent and office are:

David E. Platte

(Name)

603 Indian Rocks Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

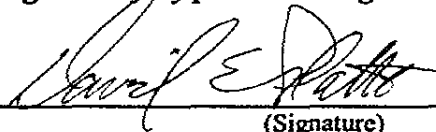
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 as provided for in Chapter 608, F.S..



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)