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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 122559 121767A

AUTHORIZATION :

COST LIMIT : \$ 125

Patricia Pignatelli

ORDER DATE : June 6, 2003

ORDER TIME : 4:13 PM

ORDER NO. : 122559-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Melonnie J. Jordan
Karp & Genauer, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: BAY AREA MALL LENDERS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - 1116

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

BAY AREA MALL LENDERS, LLC

The undersigned, acting as the organizer of Bay Area Mall Lenders, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I

The name of the limited liability company formed hereby is Bay Area Mall Lenders, LLC (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

ARTICLE III

The principal office and mailing address of the Limited Liability Company shall be as follows:

200 South Biscayne Boulevard
6th Floor
Miami, Florida 33131

ARTICLE IV

The Registered Agent of the Limited Liability Company and its street address in the State of Florida are as follows:

Alhambra Registered Agents, Inc.
2 Alhambra Plaza Suite 1202
Coral Gables, Florida 33134

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ARTICLE V

The Limited Liability Company shall be manager-managed.



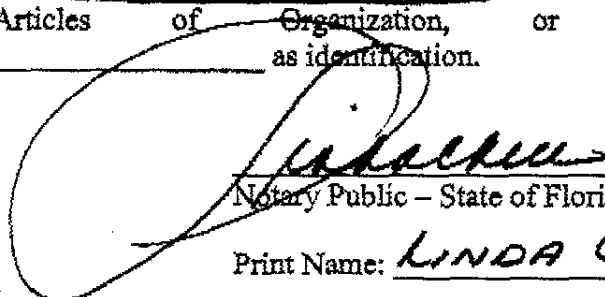
Martin J. Genauer, Esq., as Authorized
Representative of the Members

STATE OF FLORIDA

)
) ss:
)

COUNTY OF MIAMI-DADE

BEFORE ME personally appeared Martin J. Genauer, Esq., the Authorized
Representative of the Members, who is personally known to me to be the person who executed
the foregoing Articles of Organization, or who produced
as identification.



Notary Public - State of Florida

Print Name: LINDA C KERR

My Commission Expires:



Linda C Kerr
My Commission DD048063
Expires December 01 2008

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND
ACCEPTANCE OF DESIGNATION**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the State of Florida, submits the following statement designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is BAY AREA MALL LENDERS, LLC.
2. The name and address of the Registered Agent and Office is:

Alhambra Registered Agents, Inc.
2 Alhambra Plaza Suite 1202
Coral Gables, Florida 33134

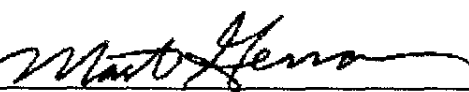
Having been named as Registered Agent and to accept service of process for the above-stated limited liability company at the place designated in the Certificate, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes and laws relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent.

ALHAMBRA REGISTERED AGENTS, INC.

By: 
Martin J. Genauer, Esq., Vice President

Date: June 6, 2003

BAY AREA MALL LENDERS, LLC

By: 
Martin J. Genauer, Esq., as Authorized
Representative of the Members

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