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AL

LEE MILICH, P.A.
ATTORNEY AT LAW
100 WEST CYPRESS CREEK ROAD
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FT. LAUDERDALE, FLORIDA 33309
(954) 771-0211
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TALLAHASSEE, FLORIDA

June 4, 2003

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

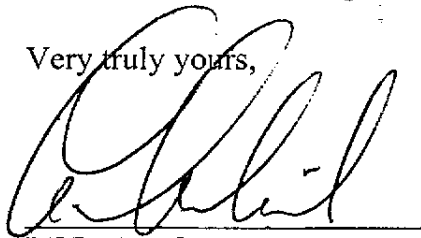
RE: 1) Las Olas Place Properties, LLC
2) Dadeland Investments, LLC

Dear Sir or Madam:

Enclosed, in duplicate, are two sets of Articles of Organization for the above-captioned new limited liability companies, together with two checks each in the sum of \$125 for filing fees.

Please return ^{FILED}~~certified~~ copies of the Articles to the undersigned as soon as possible.

Very truly yours,


LEE MILICH

LM/lr
encl.

**ARTICLES OF ORGANIZATION
OF
DADELAND INVESTMENTS, LLC**

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Article I. Name.

The name of this limited liability company shall be **DADELAND INVESTMENTS, LLC**.

Article II. Duration.

This company shall commence its existence on the date of execution and acknowledgment of these Articles of Organization, and shall exist for a period of twenty-nine (29) years.

Article III. Principal Office and Mailing Address.

The mailing address and street address of the principal office of the company is c/o Mark Pordes, 3283 NE 171st Street, North Miami Beach, FL 33160.

Article IV. Initial Registered Office and Agent.

The name and street address of the company's initial registered agent is LEE MILICH, ESQUIRE, 100 West Cypress Creek Road, Suite 935, Ft. Lauderdale, FL 33309.

Article V. Admission of Additional Members.

The company shall have the right to admit additional members upon a vote of the majority of the members.

Article VI. Managing Members.

The management of the company shall be vested in its members in proportion to their contributions to the capital of the company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members pursuant to § 608.422, Fla. Stat. The managing members and their addresses are: **MARK PORDES**, 3283 NE 171st Street, North Miami Beach, FL 33160, and **MICHAEL POLLACK**, 19197 Skyridge Circle, Boca Raton, FL 33498. Members' interests in the company shall be evidenced by a limited liability membership certificate according to the provisions herein.

Article VII. Indemnification.

The company shall indemnify the managing members with respect to any acts committed by them on behalf of the company as provided in § 608.4363, Fla. Stat.

Article VIII. Powers.

The company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

1. Sue or be sued, or complain or defend, in its name.

2. Purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, or any legal or equitable property, wherever located. 03 JUN -9 PM 4: 27
3. Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of all or any part of its property or assets. SECRETARY OF STATE
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4. Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation, the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation, the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.
5. Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.
6. Conduct its business, locate offices, and exercise the powers granted by Chapter 608, Fla. Stat., within or without the State of Florida.
7. Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.
8. Make and amend its regulations, not inconsistent with the articles of organization or with the laws of Florida for the administration and regulation of the affairs of the company.
9. Make donations to the public welfare or for charitable, scientific, or educational purposes.
10. Indemnify a member or manager or any other person as provided in Chapter 608, Fla. Stat., against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.
11. Cease its activities and surrender its certificate of organization.
12. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

13. Transact any business that will aid governmental policy.

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14. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.

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15. Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.

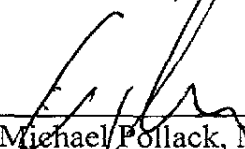
16. Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 4th day of ~~April~~, 2003.

JUNE



Mark Pordes, Managing Member



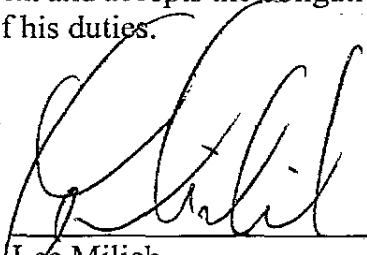
Michael Pollack, Managing Member

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named limited liability company, at the place designated in Article IV of these Articles of Organization, the undersigned hereby agrees to act in this capacity, states that he is familiar with and accepts the obligations of that position, and agrees to comply with the complete discharge of his duties.

Dated this 4th day of ~~April~~, 2003.

JUNE



Lee Milich

**ARTICLES OF ORGANIZATION
OF
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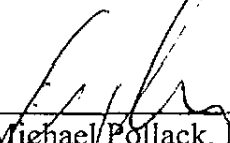
2. Purchase, take, receive, lease, subscribe for, or otherwise acquire, own, hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, or any legal or equitable property, wherever located.
3. Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of all or any part of its property or assets.
4. Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations; secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation, the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting company; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting company; or a corporation, the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.
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10. Indemnify a member or manager or any other person as provided in Chapter 608, Fla. Stat., against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.
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13. Transact any business that will aid governmental policy.
14. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.
15. Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.
16. Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 4th day of ~~April~~ JUNE, 2003.



Mark Pordes, Managing Member

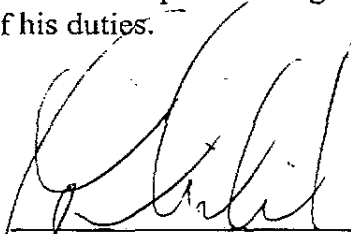


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Dated this 4th day of ~~April~~ JUNE, 2003.



Lee Milich