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ACCOUNT NO. : 07210000032 REFERENCE : 131162 4307835 AUTHORIZATION : COST LIMIT : ORDER DATE: June 13, 2003 ORDER TIME: 9:53 AM ORDER NO. : 131162-005 CUSTOMER NO: 4307835 CUSTOMER: Shelley Brown, Paralegal Franklin, Weinrib, Rudell & Vassallo, P.c. 18th Floor 488 Madison Avenue New York, NY 10022 DOMESTIC FILING NAME: INVESTORS ROSENZWEIG I LLC EFFECTIVE DATE: ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP XX ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EXAMINER'S INITIALS:

CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

ARTICLES OF ORGANIZATION

-of-

INVESTORS ROSENZWEIG I LLC

ARTICLE I - The name of the Limited Liability Company is Investors Rosenzweig I LLC.

ARTICLE II - The mailing address and street address of the principal office of the Limited Liability Company is c/o Jess Morgan & Co., 5750 Wilshire Boulevard, Suite 500, Los Angeles, California 90036.

ARTICLE III - The name and the Florida street address of the registered agent are: Barney Rosenzweig, 2311 Fisher Island Drive, Fisher Island, Florida 33109.

ARTICLE IV - The company will be managed by a manager.

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, P.S.

BARNEY ROSENZWEIG

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

BARNEY ROSENZWE

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