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LIMITED LIABILITY COMPANY

IMAGE HOMES 88, LLC

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 17, 2003

ADORNO & YOSS, PA

SUBJECT: IMAGE HOMES (II) LLC
REF: W03000017288

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

LLC's do not have incorporators. Please remove this from the articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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ARTICLES OF ORGANIZATION**OF****IMAGE HOMES 88, LLC
A Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

ARTICLE I: NAME

The name of the Limited Liability Company is Image Homes 88, LLC, a Florida limited liability company (the "Company").

ARTICLE II: DURATION

The existence of the Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of all the remaining members, or by amendment of these Articles of Organization thereby providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III: PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV: ADDRESS OF PLACE OF BUSINESS

The principal place of business for the Company shall be 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VI: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Neil S. Rollnick and the address of the initial registered agent is 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VII: CAPITAL CONTRIBUTIONS

The total amount of cash contributed to the Company is One Thousand (\$1,000.00) Dollars in cash and no other property is being contributed to the Company.

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ARTICLE VIII: ADDITIONAL MEMBERS

Members may admit additional members upon unanimous agreement of the members of the Company.

ARTICLE IX: CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless the consent to continue of all the remaining members of the Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE X: REGULATIONS

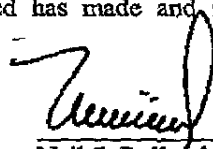
The member(s) shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the business of the Company.

ARTICLE XI: MANAGEMENT

The management of the Company is reserved to members, or officers of the members, who shall be referred to as managing members. The name and address of the managing member who shall serve as managing member until the first annual meeting of members or until its successor is elected and qualified is as follows:

Allen R. Greenwald
c/o Neil S. Rollnick, Esquire
Adorno & Yoss, P.A.
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of
Organization on this 17th day of June, 2003.


Neil S. Rollnick, Esq.
Authorized Representative

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[ACKNOWLEDGEMENT ON THE FOLLOWING PAGE]

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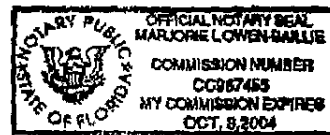
)
) ss:
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COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 17th day of June, 2003, by Neil S. Rollnick, who is personally known to me or who has produced _____ (type of identification) as identification.

Marjorie L. Owen-Baillie
NOTARY PUBLIC, STATE OF FLORIDA

MARJORIE L. OWEN-BAILLIE
(Print, Type or Stamp Commissioned Name of Notary Public)



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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Image Homes 88, LLC, a Florida limited liability company, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 17th day of June, 2003.

By: 

Neil S. Rollnick,
Registered Agent

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