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Account Name : C T CORPORATION SYSTEM
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LIMITED LIABILITY COMPANY

Tuscany Tarragon, LLC

Certificate of Status	0
Certified Copy	1
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JUN 23 2003
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
TUSCANY TARRAGON, LLC,
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608, Florida Statutes (the "Act"), and all amendments to the Act, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name. The name of the limited liability company is Tuscany Tarragon, LLC (the "Company").

2. Period Of Duration. The period of duration of the Company shall be perpetual.

3. Purpose. The purpose for which the Company is organized is to engage solely in the following activities:

(i) To engage solely in the ownership, operation, management and sale of condominium units in the real property located at 2300 North Federal Highway, Boynton Beach, Florida, currently known as "Tuscaay on the Intracoastal", pursuant to and in accordance with the Company's Operating Agreement and these Articles of Organization and to own and hold general and limited partnership interests in the Florida limited partnership known as Tuscany Intracoastal, L.P.; and

(ii) To exercise all powers enumerated in the Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

4. Mailing And Street Address Of Principal Office. The street address of the principal office and mailing address of the Company is 1775 Broadway, 23rd Floor, New York, New York 10019.

5. Registered Agent. The name and address of the initial registered agent for the Company is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

6. Additional Members. Members may admit additional members upon the consent of a majority in interest of the then existing members.

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7. 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 of the remaining members owning a majority-in-interest of the profits interests and of the capital interest of the Company is obtained.


8. Management. The Company shall be managed by its member, and its name and address is:

<u>Member</u>	<u>Address</u>
Tarragon Realty Investors, Inc., a Nevada corporation	1775 Broadway 23 rd Floor New York, New York 10019

The undersigned has executed these Articles of Organization on the 16th day of June, 2003.

TUSCANY TARRAGON, LLC

By: Tarragon Realty Investors, Inc.,
a Nevada corporation,
its Manager

By: 
Charles D. Rubenstein,
Executive Vice President

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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:

Tuscany Tarragon, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

City/State/Zip

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..

Connie Bryan

(Signature)

Connie Bryan, Special Asst. Secy.

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