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15485

LIMITED LIABILITY COMPANY

Fruitville Associates, LLC

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|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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7-15-03

**ARTICLES OF ORGANIZATION
OF
FRUITVILLE ASSOCIATES, LLC**

The undersigned Member, desiring to form a Florida limited liability company under the Florida Limited Liability Company Act ("Act"), Section 608.401-608.703, Florida Statutes, does hereby make and file these Articles of Organization.

ARTICLE I

NAME

The name of this limited liability company ("Company") is:

FRUITVILLE ASSOCIATES, LLC

ARTICLE II

ADDRESS

The mailing address and street address of the Company's principal office are:

580 Village Boulevard, Suite 300
West Palm Beach, Florida 33409

ARTICLE III

REGISTERED OFFICE AND AGENT

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

Stewart F. Denholtz
580 Village Boulevard, Suite 300
West Palm Beach, Florida 33409

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Having been named as registered agent and to accept service of process for the 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 in Chapter 608, Florida Statutes.

Stewart F. Denholtz
Stewart F. Denholtz

ARTICLE IV

MANAGEMENT

The Company is to be managed by one manager and is, therefore, a manager-managed company. Fruitville Managers, LLC, is the initial manager.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization on the date hereinafter set forth.

Stewart F. Denholtz
Stewart F. Denholtz, Authorized Representative of a Member

July 14, 2003

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

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