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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : REDGRAVE & TURNER LLP
Account Number : I20020000007
Phone : (561) 347-1700
Fax Number : (561) 391-9944

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

AVATAR INVESTMENT COMPANY NO. 2, LLC

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STATE OF FLORIDA
FALL 2003

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**ARTICLES OF ORGANIZATION
OF
AVATAR INVESTMENT COMPANY NO. 2, LLC
Under the Florida Limited Liability Company Act**

ARTICLE I

NAME

The name of this limited liability company is AVATAR INVESTMENT COMPANY NO. 2, LLC (the "Company").

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is c/o Bert R. Oliver, Esquire, 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Redgrave & Turner LLP, 120 E. Palmetto Park Road, Suite 450, Boca Raton, FL 33432.

ARTICLE IV

MANAGEMENT

The Company is to be a Manager-managed Company.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of
Organization on the 24th day of September, 2003.

By: 
Bert Oliver, Authorized Representative

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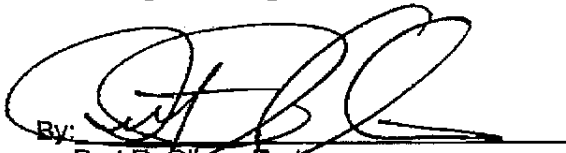
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for AVATAR INVESTMENT COMPANY NO. 2, LLC, at the place designated in the foregoing Articles of Organization, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

Redgrave & Turner LLP
Initial Registered Agent

Dated: September 24th 2003

By: 
Bert R. Oliver, Partner

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TALLAHASSEE, FLORIDA

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