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AKERMAN, SENTERFITT & BIDSON, P.A.

954-463-2224

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Florida Department of State
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LIMITED LIABILITY COMPANY

DOWNTOWN FIFTH, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
DOWNTOWN FIFTH, LLC
(A Florida Limited Liability Company)**

ARTICLE I
NAME

The name of the Limited Liability Company is Downtown Fifth, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 75 N.E. 6th Avenue, Suite 214, Delray Beach, FL 33483.

ARTICLE III

DURATION

The period of duration for the Limited Liability Company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by one or more members and is, therefore, a member-managed company.

ARTICLE V
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company may, pursuant to the vote of members possessing a majority of membership interests in the limited liability company, continue the business on 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 limited liability company.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Limited Liability Company's initial registered agent is Downtown One, Inc., 75 N.E. 6th Avenue, Suite 214, Delray Beach, FL 33483.

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of **Downtown Fifth, LLC**, a Florida Limited Liability Company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25 day of September, 2003.


Jim Zangala

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 25 day of September, 2003.

AUTHORIZED REPRESENTATIVE:


Jim Zengase

(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.)

AND
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