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From:

Account Name : STEWART L. KRUG, PA
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Phone : (727) 536-7667
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LIMITED LIABILITY COMPANY

Charles Rutenberg Realty Associates, LLC

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TALLAHASSEE, FLORIDA

UBD-13-02

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ARTICLES OF ORGANIZATION
OF
CHARLES RUTENBERG REALTY ASSOCIATES, LLC

A Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is Charles Rutenberg Realty Associates, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is:

Oakland Commerce Center
3317 NW 10th Terrace #403
Ft. Lauderdale, FL 33309

ARTICLE III
PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV
DURATION

The Company's existence shall commence upon the filing of the Articles of Organization with the Secretary of State of the State of Florida and shall continue in existence until the expiration of twenty-five (25) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

ARTICLE V
MANAGEMENT

The Company is to be managed by its Manager and the name and address of such Manager who is to so serve is:

Cynthia Benchick
Oakland Commerce Center
3317 NW 10th Terrace #403
Ft. Lauderdale, FL 33309

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ARTICLE VI
ADMISSION OF NEW MEMBERS

The Members, acting jointly, may admit new members in their sole and unfettered discretion subject only to the condition that such additional member must agree in writing to be bound as a member by the Operating Agreement of the Company.

ARTICLE VII
TRANSFER OF MEMBER'S INTEREST

An interest of a Member in the Company may not be transferred or assigned unless all Members of the Company approve such transfer or assignment in writing.

ARTICLE VIII
CONTINUATION OF THE BUSINESS

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 shall not terminate the Company, and the business of the Company shall be automatically continued, so long as there is at least one remaining member.

ARTICLE IX
REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and registered office for the Company is:

Cynthia Benchick
Oakland Commerce Center
3317 NW 10th Terrace #403
Ft. Lauderdale, FL 33309

ARTICLE X
REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the Members.

ARTICLE XI
INDEMNIFICATION

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representative, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member or a Managing Member of the Company ("Indemnitee") shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may

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SECRETARY OF STATE
DAVID A. HANSEN
TALLAHASSEE, FL 32301

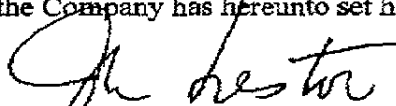
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hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

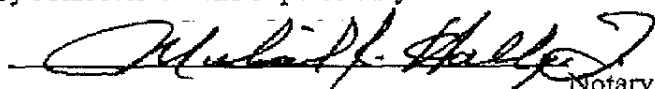
IN WITNESS WHEREOF, the undersigned duly authorized representative of a member of the Company has hereunto set his hand and seal this 10th day of October 2003



John Nestor, Member

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 10th day of October 2003, by John Nestor who is personally known to me.



Notary Public
My commission expires:



Michael J. Hally Jr.
My Commission DD123782
Expires July 18, 2006

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION

Cynthia Benchick, an individual residing in this state, having an address of 705 Richards Avenue,
Clearwater, Florida 33755 and having been designated as the Registered Agent in the above and foregoing
Articles of Organization of:

Charles Rutenberg Realty Associates, LLC

is familiar with and accepts the obligations of the position of Registered Agent under Chapter 608, Section
415 of the Florida Statutes and other applicable Florida Statutes.


Cynthia Benchick

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