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LIMITED LIABILITY COMPANY

PORTOFINO REAL ESTATE INVESTMENTS, LLC

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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

PORTOFNO REAL ESTATE INVESTMENTS, LLC

**ARTICLE II
ADDRESS**

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

Mailing Address:

757 S.E. 17th Street #399
Fort Lauderdale, FL 33316

Principal Office Address:

1250 East Hallandale Beach Blvd., Suite 406
Hallandale, FL 33009

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent is:

Keith H. Stolzenberg, Esq.
Rafferty, Hart, Stolzenberg, Gelles & Tenenholtz, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by managing members. The names and addresses of the initial Managing Members are as follows:

Andrew M. Savvsky
757 S.E. 17th Street #399
Fort Lauderdale, Florida 33316

Michael Asseff
1250 East Hallandale Beach Blvd.
Suite 406
Hallandale, Florida 33009



Keith H. Stolzenberg, Esq., Authorized Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE PORTOFINO REAL ESTATE INVESTMENTS, LLC

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is:

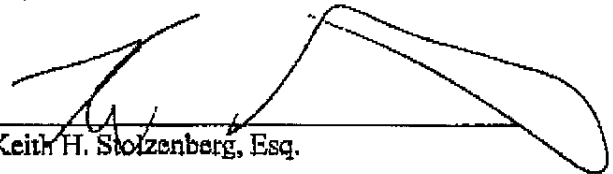
PORTOFINO REAL ESTATE INVESTMENTS, LLC

- 2. The name and address of the registered agent and office is:

Keith H. Stolzenberg, Esq.
Rafferty, Hart, Stolzenberg, Gelles & Tenenholtz, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

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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.


Keith H. Stolzenberg, Esq.

Date: November 25, 2003