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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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**ARTICLES OF ORGANIZATION OF PEARL 31, LLC, A FLORIDA
LIMITED LIABILITY COMPANY**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name:

The name of the Limited Liability Company is PEARL 31, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 2141
NW 22nd Street, Pompano Beach, FL 33069.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the member and is therefore a member-managed company. The initial member manager shall be John D'onofrio.

ARTICLE V - Admission of Additional Members:

The right, if given, of the member to admit additional members and the terms and conditions of the admissions shall be upon the unanimous written consent of the then existing members.

ARTICLE VI – Member's Right to Continue Business

The right, if given, of the remaining members of the limited liability company, if any, to 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

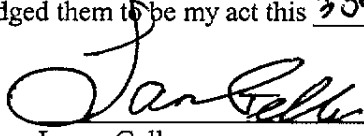
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liability company shall be upon the unanimous written consent of the then existing members.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of the member and acknowledged them to be my act this 30th day of December, 2003.


Lance Geller

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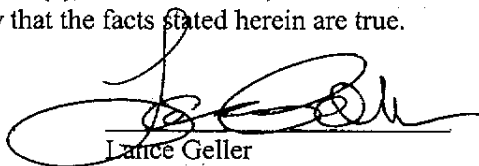
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TALLAHASSEE, FLORIDA

REGISTERED OFFICE, AGENT AND ACCEPTANCE

The name and address of the initial registered agent of PEARL 31, LLC is Lance Geller, 1520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

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


Lance Geller