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Division of Corporations

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From:

Account Name : SHAPIRO & ADAMS, P.A.
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LIMITED LIABILITY COMPANY

API Properties 805, LLC

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ARTICLES OF ORGANIZATION
OF
API PROPERTIES 805 LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be API Properties 805 LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be: 4208 Douglas Boulevard, #300, Granite Bay, CA 95746.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or pursuant to the Operating Agreement governing the operations of the Company ("Operating Agreement").

ARTICLE IV - PURPOSE

The Company's purpose shall be limited to the acquisition, by purchase, lease, contribution of property or otherwise of that certain Property more particularly described on Exhibit "A" attached hereto and made a part hereof ("Property") and to own, hold, operate, maintain, finance, improve, lease, sell, convey, mortgage, transfer, demolish, or dispose of such Property, together with personal property related thereto and loans secured by such Property and personal property that may be necessary, convenient or incidental to the accomplishment of the purpose of the Company.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is David R. Margolis, 141 N.W. 20th Street, Suite G-122, Boca Raton, FL 33431.

ARTICLE VI - TERMINATION OF EXISTENCE

So long as the Company continues to have at least one (1) remaining Member, the death, retirement, resignation, expulsion, bankruptcy, insolvency, dissolution, liquidation, termination, resignation, removal or incapacity of any Member or the occurrence of any other event that terminates the continued membership of any Member shall not cause the Company to be dissolved, and, upon the occurrence of any such event, the Company shall be continued without dissolution.

ARTICLE VII - MANAGEMENT/MANAGING MEMBER

The Company shall be managed by a manager and/or special managers in accordance with the Operating Agreement. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

FORMS/ARTICLES/ARTICLES OF ORGANIZATION
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Notwithstanding anything to the contrary, the unanimous consent of the Members is required to file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings.

ARTICLE VII - AMENDMENT

Any amendment to these Articles of Organization shall be adopted and be effective as an amendment hereto if it receives the affirmative vote of all of the Members and the written consent of the special managers, if any.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Palm Beach Gardens, Florida, on this ____ day of January, 2004.


Robert Lee Shapiro, P.A.

By


Robert Lee Shapiro, President
Organizer

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 28 day of January, 2004, by Robert Lee Shapiro, who is personally known to me.


Notary Public, State of Florida, My Comm. Expires
August 23, 2004
Print, Type or Stamp
Commissioned Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of API Properties 805 LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby 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 his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Print Name: David M. Shapiro
Registered Agent

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