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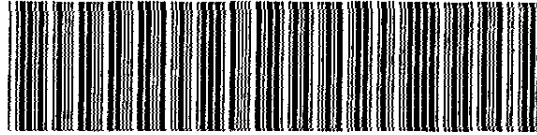
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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LAW OFFICES

**FRIEDMAN
RODMAN &
FRANK, P.A.**

3636 WEST FLAGLER STREET • MIAMI, FLORIDA 33135
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HARVEY D. FRIEDMAN
RONALD D. RODMAN
CAROLYN FRIEDMAN FRANK

YANETTE M. MOYANO
JESSE N. BERNHEIM
RICARDO A. RODRIGUEZ
RAYO M. MORENO

January 23, 2004

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314


Re: FRF Homestead, LLC

Dears Sirs:

Enclosed please find the original and two copies of Articles of Organization for FRF HOMESTEAD, LLC, together with our check in the total amount of \$155.00 which represents the Filing fee, the Registered Agent fee and the Certified Copy fee. A self addressed stamped envelope is enclosed for the return to my office of the Certified Copy.

Should you have any questions please do not hesitate to contact me. Thank you for your anticipated cooperation and assistance.

Very truly yours,
FRIEDMAN, RODMAN & FRANK, P.A.


HARVEY D. FRIEDMAN, ESQ.
HDF/ccs
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
FRF HOMESTEAD, LLC

ARTICLE I
NAME OF COMPANY

The name of the limited liability company shall be:

FRF HOMESTEAD, LLC

ARTICLE II
ADDRESS

The Company's mailing and street address is:

3636 West Flagler Street
Miami, Florida 33135

ARTICLE III
NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful activity or to transact any lawful business for which limit liability companies may be organized under the Florida Limited Liability Company Act.

Harvey D. Friedman, Esq.
Friedman, Rodman & Frank P.A.
3636 West Flagler Street
Miami, Florida 33135
Telephone: (305) 448-8585
Florida Bar Number 114862

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TALLAHASSEE, FLORIDA

ARTICLE IV
INITIAL REGISTERED AGENT AND
THE REGISTERED AGENT'S ADDRESS

The Company's initial Registered Agent and the Registered Agent's address in the State of Florida shall be:

Harvey D. Friedman, Esq.
Friedman, Rodman & Frank P.A.
3636 West Flagler Street
Miami, Florida 33135

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VI
CONTINUATION OF BUSINESS

Upon 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, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VII
MANAGEMENT

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

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THE UNDERSIGNED, as the authorized representative of the Member(s) of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.


RONALD RODMAN

STATE OF FLORIDA)
COUNTY OF DADE): SS

The foregoing instrument was acknowledged before me this 23rd day of January, 2004, by RONALD RODMAN, who is personally known to me.




NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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TALLAHASSEE, FLORIDA