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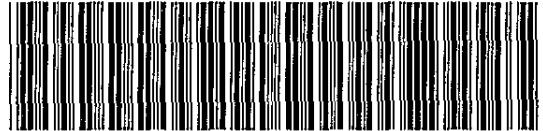
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February 10, 2004

VIA AIRBORNE

Brenda Tadlock
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Subject: Dockside Place at Isle of Venice, LLC and
Rio Grande at Isle of Venice, LLC

The enclosed Articles of Organization and fees are submitted for filing for two new companies.

Please return all correspondence concerning this matter to the following:

Robert Rubin
Apex Capital Corporation
9155 S. Dadeland Blvd.
Suite 1502
Miami, FL 33156

For additional information concerning this matter, please call: Robert Rubin at (786) 331-3391.

Sincerely,

Robert Rubin

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

**Article I
Name:**

The name of the Limited Liability Company is:

Rio Grande at Isle of Venice, LLC

**Article II
Address:**

The street address of the Limited Liability Company is:

9155 S. Dadeland Blvd.
Suite 1502
Miami, FL 33156

The mailing address of the Limited Liability Company is:

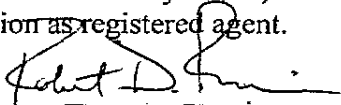
9155 S. Dadeland Blvd.
Suite 1502
Miami, FL 33156

**Article III
Registered Agent, Registered Office & Registered Agent's Signature:**

The name and Florida street address of the registered agent is:

Robert Rubin
9155 S. Dadeland Blvd.
Suite 1502
Miami, FL 33156

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.



Robert Rubin, Registered Agent

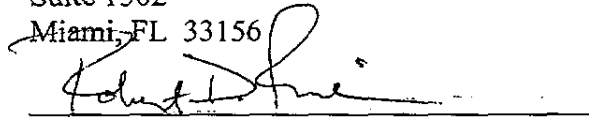
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Article IV
Managing Member

The name and address of the Managing Member is as follows:

Managing Member

Apex Capital Corporation
9155 S. Dadeland Blvd
Suite 1502
Miami, FL 33156

A handwritten signature in black ink, appearing to read "Robert Rubin", is written over a horizontal line.

Robert Rubin, President

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