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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

tenmuseum penthouses llc

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**ARTICLES OF ORGANIZATION OF
TENMUSEUM PENTHOUSES LLC**

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

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be TENMUSEUM PENTHOUSES LLC (the "Company").

**ARTICLE II
DURATION**

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

**ARTICLE III
PURPOSE**

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

**ARTICLE IV
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 1001 Brickell Bay Drive, Suite 2908, Miami, FL 33131, and such other place or places as the member from time to time may determine. The mailing address of the Company is 1001 Brickell Bay Drive, Suite 2908, Miami, FL 33131.

**ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The initial registered agent of the Company shall be SLC Corporate Services, Inc. The address of the initial registered agent is 1001 Brickell Bay Drive, Suite 2908, Miami, Florida 33131.

**ARTICLE VI
MANAGEMENT**

The Company will be managed by its members.

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SECRETARY OF STATE
ALLAHASSEE, FL 32909

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IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 18th day of February, 2004, effective upon filing same with the Florida Department of State.

TENMUSEUM PENTHOUSES LLC



STEVEN L. CANTOR,
Authorized Representative

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 18th day of February, 2004, by STEVEN L. CANTOR, who did execute the foregoing Articles of Organization, who is personally known to me, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.



Notary Public - State of Florida

Printed name of Notary Public

My Commission Expires: _____



Morayme Amato
My Commission DD041817
Expires July 11 2006

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TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608, Florida Statutes, the following is submitted that TENMUSEUM PENTHOUSES LLC, desiring to organize or qualify under the laws of the State of Florida, has named SLC Corporate Services, Inc., whose address is 1001 Brickell Bay drive, Suite 2908, Miami, Florida 33131, as its agent to accept service of process within Florida.


Steven L. Cantor, Authorized Agent

Dated: February 18, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SLC Corporate Services, Inc.

By:


Steven L. Cantor, President

Dated: February 18, 2004

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