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Fax Number : (850) 205-0383

From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561) 686-3307
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LIMITED LIABILITY COMPANY

RPT-PSLV, LLC

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| Certificate of Status | 0 |
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ARTICLES OF ORGANIZATION**OF****RPT-PSLV, LLC**

The undersigned member, desiring to form a Florida limited liability company under the Florida Limited Liability Company Act ("Act"), Section 608.401-608.703, Florida Statutes, does hereby make and file these Articles of Organization. Terms not defined in these Articles have the same meanings given to them in Section 608.402 of the Act.

ARTICLE I**NAME**

The name of this limited liability company ("Company") is:

RPT-PSLV, LLC

ARTICLE II**ADDRESS**

The mailing address and street address of the Company's principal office are:

c/o Asset Specialists, Inc.
2442 Metrocentre Boulevard
West Palm Beach, Florida 33407-3105

ARTICLE III**REGISTERED OFFICE AND AGENT**

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

John White II
1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the Company at the place designated in this Certificate, I hereby accept the appointment as registered agent

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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 as provided in Chapter 608, Florida Statutes.



John White II

ARTICLE IV

MANAGEMENT

The management of the Company has been exclusively reserved to the Members.

ARTICLE V

PURPOSE

The purpose of the Company is to acquire and hold an interest in PSL Ventures, LLC, a Florida limited liability company (the "Parent Company").

ARTICLE VI

CONTRIBUTIONS TO CAPITAL

If any Member should fail to provide a contribution when required, his Membership Interest will thereupon be deemed forfeited, in which event his membership interest will be allocated among the other Members pro rata.

ARTICLE VII

INDEMNIFICATION OF MANAGER

To the fullest extent permitted by law, the Company will indemnify and hold each of the Members harmless from and against all expenses (including, without limitation, attorneys' fees and costs in all trial, appellate and collection proceedings) actually and reasonably incurred in connection with any proceeding, whether civil or criminal, in which he is a party. The Company may maintain insurance to protect itself and the Members against all fines, liabilities, costs and expenses, including attorneys' fees, whether or not the Company would have the legal power to indemnify him directly against such liability. To the fullest extent permitted by law, the Members and Company hereby waive and release the Members from any and all claims and liabilities by reason of adverse results to the Company or any act or failure to act on the part of a Member in the performance of any duty so long as such Member was proceeding in good faith to promote the best interests of the Company and is otherwise entitled to indemnification.

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ARTICLE VIIIACTIONS BY MEMBERS

The following actions will require the written consent of Members owning at least 66% of the Membership Interests (expressed as percentages) in the Company:

1. Amending the Company's Articles of Organization,
2. Approving the right of the assignee of a Membership Interest to participate in the management of the business and affairs of the Company, and
3. Exercising the Company's right to vote on or approve any action by the Parent Company.

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization on the date hereinafter set forth.



February 25, 2004

(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.)

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