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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR - 8 2004

DEVITO & COLEN, P.A.
ATTORNEYS AT LAW

DEVITO AND COLEN, P.A.
JAMES A. DEVITO
GERALD R. COLEN

7243 BRYAN DAIRY ROAD • LARGO, FLORIDA 33777
TELEPHONE (727) 545-8114
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February 23, 2004

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

RE: Articles Of Organization of
DCITY01, L.L.C.

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TALLAHASSEE, FLORIDA

Gentlemen:

Pursuant to your instructions, enclosed please find the following:

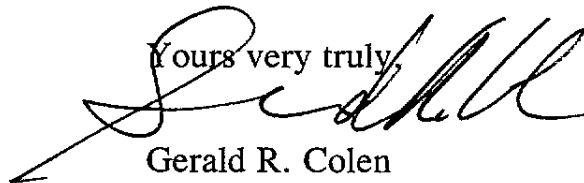
1. Original and one copy of the Articles of Organization of DCITY01, L.L.C.;
2. Check made payable to Department of State in the sum of \$160.00 to cover the following:

\$100.00	Filing Fee (Limited Liability Company)
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified copy of Articles
<u>\$ 5.00</u>	Certificate of Status

\$160.00

Please file the original of the enclosed documents and return a certified copy to the undersigned.

Yours very truly,



Gerald R. Colen

GRC/mpj
Enclosures
(04-174)

**ARTICLES OF ORGANIZATION
of
DCITY01, L.L.C.**

Pursuant to Chapter 608.401, Florida Statutes, as it may be amended from time to time, the undersigned does hereby establish DCITY01, L.L.C., a limited liability company, pursuant to the terms of these Articles of Organization as set forth herein below:

I. NAME OF LIMITED LIABILITY COMPANY

The Name of this limited liability company shall be DCITY01, L.L.C.

II. MAILING ADDRESS AND STREET ADDRESS

The mailing address for this limited liability company is 7243 Bryan Dairy Road, Largo, Florida 33777. The street address of principal office of the limited liability company is 7243 Bryan Dairy Road, Largo, Florida 33777.

III. NAME AND ADDRESS OF REGISTERED AGENT

The name and street address of the initial registered agent for service of process is as follows:

Gerald R. Colen
7243 – Bryan Dairy Road
Largo, Florida 33777

IV. STATEMENT OF MEMBER-MANAGEMENT

The initial member shall be Howard R. Bergen. Howard R. Bergen shall serve as member-manager without any personal liability or obligation to any other member or creditor of this limited liability company. This limited liability company shall be a member-managed company.

V. PURPOSE OF LIMITED LIABILITY COMPANY

The purpose of this limited liability company is to perform any and all duties lawfully permitted by these Articles of Organization and by the United States of America, by the State of Florida, pursuant to Chapter 608.401, Florida Statutes and/or by any other state in which the said limited liability shall be authorized to conduct or carry on business.

VI. POWERS

This limited liability company shall have all of the powers that are set forth in Chapter 608.404, Florida Statutes. Provided however, that no manager or member or member-manager shall have any personal liability or obligation to any other member or creditor

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by reason of the execution of this document or by reason of the exercise of any of the powers provided for herein or provided in Chapter 608.401, et. seq., Florida Statutes.

VII. LIABILITY OF MEMBERS, MANAGERS

No member, and no member-manager of this limited liability company, shall have or suffer any loss or damage or any liability for any action or cause of action permitted or occasioned by the actions or activities of this company.

VIII. AUTHORIZED REPRESENTATIVE

The authorized representative of this limited liability company is Howard R. Bergen. Provided however, that the acts or actions of the authorized representatives shall not subject any non-acting member or other party to this limited liability company, if any there be, to any joint and several liabilities for any reason whatsoever.

IX. NO JOINT AND SEVERAL LIABILITY

No person named in these articles either individually or jointly as a member or as a member-manager or as an authorized representative or as the registered agent shall have any joint and several liability or liabilities for any of the acts or actions of this company or the acts or actions of any other person named herein. No person who may be appointed at some later date pursuant to the provisions of this document or pursuant to the Florida Limited Liability Company Act as manager, authorized representative or as registered agent shall have any joint and several liability or liabilities for any acts or actions of this company or the acts or actions of any other person named herein. Any real property, personal property or intangible property of whatsoever kind, nature and description and no matter where situated, which may be owned as an estate by the entireties by any member, authorized representative or registered agent shall not be subject to any action, cause of action, liability, loss or damage by reason of the acts or actions of any other member, authorized representative or registered agent.

IN WITNESS WHEREOF, THE UNDERSIGNED not individually, but as member-managers of DCITY01 L.L.C., a Florida limited liability company does set their hands and seals this 20th day of February, 2004.

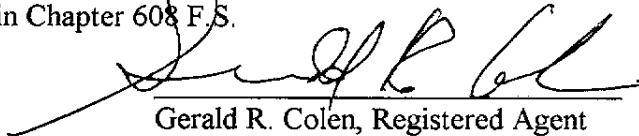
DCITY01, L.L.C.

By: Howard R. Bergen
Howard R. Bergen

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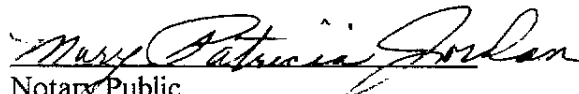
ACCEPTANCE AND CERTIFICATION BY REGISTERED AGENT

Pursuant to Chapter 608.415(2) F.S. the undersigned, having been appointed as registered agent for service of process by these Articles of Organization hereby states that he has accepted his appointment as registered agent simultaneously with being appointed. The undersigned states that he is familiar with and accepts the obligations of the position of registered agent as provided for in Chapter 608 F.S.


Gerald R. Colen, Registered Agent

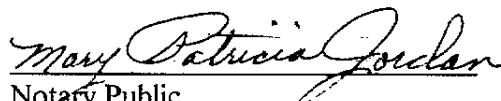
BEFORE ME, the undersigned notary public for the state of Florida, personally appeared DCITY01 L.L.C. by its member-manager Howard R. Bergen, well known to me, or having produced the following identification _____ and they, under oath testified that the above and foregoing document was her true act and deed.




Notary Public

BEFORE ME, the undersigned notary public for the state of Florida, personally appeared Gerald R. Colen, registered agent well known to me and he, under oath, testified that he executed the above and foregoing document as his true act and deed.




Notary Public

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