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(Requestor's Name)

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(City/State/Zip/Phone #)

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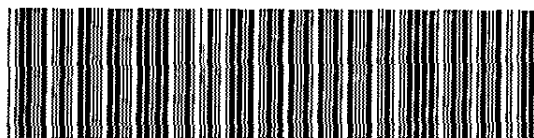
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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☒ **CERTIFIED COPY**

LEUS 95

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☒ **FILING** LLC

1.) 330 LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

ARTICLES OF ORGANIZATION

OF

330 LLC, a Florida limited liability company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida sets forth the following:

ARTICLE I: NAME

The name of the limited liability company is 330 LLC, a Florida limited liability company (the "Company").

ARTICLE II: DURATION

The existence of the Company will be perpetual. The Company is prohibited from engaging in any dissolution, liquidation, consolidation, merger or asset sale or further amendment of these Articles of Organization and Regulations of the Company as long as the Indebtedness (hereinafter defined) has not been paid in full and the Company is the obligor under the loan described in Article III hereof. The unanimous consent of the members of the Company is required to file, or consent to the filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings on behalf of the Company. The vote of a majority of the remaining members of the Company is sufficient to continue the life of the Company in the event of an act that would otherwise cause the termination of the Company. The Company will not dissolve, liquidate or terminate upon the death, bankruptcy, insolvency, dissolution, liquidation, termination, resignation, removal or incapacity of any of its members.

ARTICLE III: PURPOSE

The purpose for which the Company is organized will be limited to owning and operating that certain real property legally described on Exhibit "A" hereto, and activities incidental thereto. The Company will be prohibited from incurring indebtedness of any kind except for (i) the mortgage loan and other indebtedness (the "Indebtedness") in favor of Mellon United National Bank, a national banking association (the "Lender"), and the Lender's successors and assigns in accordance with that certain commitment to make the loan issued by Lender and dated March 25, 2004 with respect to the Indebtedness; (ii) a loan or loans secured by a junior mortgage not to exceed \$1,000,000.00 in the aggregate total subject to the terms of the mortgage securing the Indebtedness; and (iii) the trade payables incurred in the ordinary course of business.

ARTICLE IV: SEPARATENESS COVENANTS

The Company will:

- (a) Maintain books and records separate from any other person or entity;
- (b) Maintain its accounts separate from any other person or entity;
- (c) Not commingle assets with those of any other person or entity;
- (d) Conduct its own business in its own name;
- (e) Maintain separate financial statements;
- (f) Pay its own liabilities out of its own funds;
- (g) Observe all limited liability company formalities;
- (h) Maintain an arm's-length relationship with its affiliates;
- (i) Pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations;
- (j) Not guarantee or become obligated for the debts of any other entity or hold out its credit as being able to satisfy the obligations of others;
- (k) Not acquire obligations or securities of its members;
- (l) Allocate fairly and reasonably any overhead for shared office space;
- (m) Use separate stationery, invoices and checks;
- (n) Not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (o) Hold itself out as a separate entity;
- (p) Correct any known misunderstanding regarding its separate identity; and
- (q) Maintain adequate capital in light of its contemplated business operations.

ARTICLE V: ADDRESS OF PLACE OF BUSINESS

The principal place of business for the Company will be 1320 South Dixie Highway, #781, Coral Gables, Florida 33146. Mailing address is same as principal address.

ARTICLE VI: REGISTERED AGENT

The name of the initial registered agent for the Company is Neil S. Rollnick. The address of the initial registered agent is 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133

ARTICLE VII: CAPITAL CONTRIBUTIONS

The total amount of cash contributed to the Company is One Thousand (\$1,000.00) Dollars in cash. No other property is being contributed to the Company.

ARTICLE VIII: ADDITIONAL MEMBERS

The sole member may not admit additional members until the Indebtedness is paid in full. Thereafter, additional members may be admitted upon unanimous agreement of the members of the Company.

ARTICLE IX: REGULATIONS

The member(s) will have the power to adopt, alter, amend or repeal Regulations of the Company containing provisions for the regulation and management of the affairs of the business of the Company, subject to the terms of Article II hereof.


ARTICLE X: MANAGEMENT

The management of the Company is reserved to member(s), or officers of the members, who will be referred to as the "Managing Member(s)". The name and address of the Managing Member who will serve as Managing Member until the first annual meeting of members or until its successor is elected and qualified is as follows:

Allen R. Greenwald
1320 South Dixie Highway, #781
Coral Gables, Florida 33146


ARTICLE XI: ORGANIZER

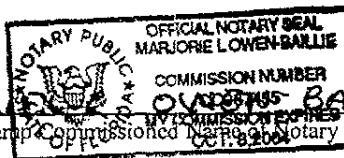
The name and street address of the person signing these Articles of Organization is:

<u>Name</u>	<u>Address</u>
Neil S. Rollnick, Esq.	Adorno & Yoss, P.A. 2601 South Bayshore Drive Suite 1600 Miami, Florida 33133
	 _____ Neil S. Rollnick Esq., Organizer

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

The foregoing instrument was acknowledged before me this 6th day of April 2004 by Neil S. Rollnick, who is personally known to me or who has produced _____ (type of identification) as identification.


NOTARY PUBLIC, STATE OF FLORIDA


MARJORIE OWEN-BAILLIE
(Print, Type or Stamp Commissioned Name of Notary Public)

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of 330, LLC, a Florida limited liability company the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 6th day of April X, 2004

By 

Neil S. Rollnick, Registered Agent

Legal Description

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04 APR -7 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA