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CORPORATION SERVICE COMPANY

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ACCOUNT NO.: 072100000032

REFERENCE : 646762 81793A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 155.00

ORDER DATE : May 13, 2004

ORDER TIME : 3:25 PM

ORDER NO. : 646762-005

CUSTOMER NO: 81793A

CUSTOMER: Mr. Mark S. Scott
Becker & Poliakoff, P.a.

Suite 1000, Alhambra Towers
121 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: IMMOTRUST, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

FOR
IMMOTRUST, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is **ImmoTrust, LLC.**" (the "Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

Alhambra Towers
121 Alhambra Plaza, 10th Floor
Coral Gables, FL 33134

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

Mark S. Scott, Esq.

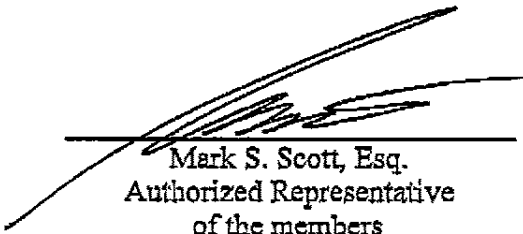
The address of its registered office is:

Alhambra Towers
121 Alhambra Plaza, 10th Floor
Coral Gables, FL 33134

6. **Capitalization.** The capital contribution of its members has a value of \$100,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.

8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company.

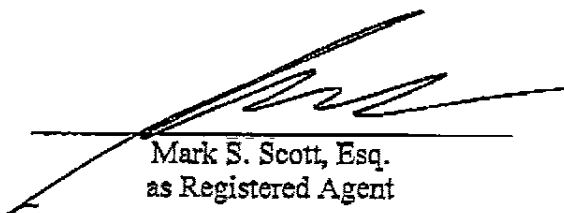
Dated this 13th day of May, 2004.



Mark S. Scott, Esq.
Authorized Representative
of the members

Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 608, F.S.



Mark S. Scott, Esq.
as Registered Agent