

L04000048283

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

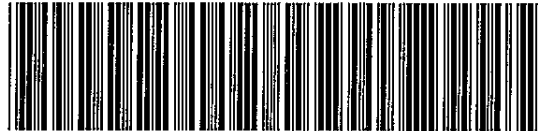
(Business Entity Name)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 774133 7117422

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 155.00

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ORDER DATE : June 24, 2004

ORDER TIME : 10:09 AM

ORDER NO. : 774133-005

CUSTOMER NO: 7117422

CUSTOMER: Ms. Virginia E. Hosea
Katz & Green

1 Florida Park Drive South

Palm Coast, FL 32137

DOMESTIC FILING

NAME: CAPITAL REAL ESTATE PARTNERS
OF FLORIDA, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 24, 2004

TROY TODD
CSC
TALLAHASSEE, FL

SUBJECT: CAPITAL REAL ESTATE PARTNERS OF FLORIDA, LLC
Ref. Number: W04000024429

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TALLAHASSEE, FLORIDA
RESUBMIT
Please give original
submission date as the date.

We have received your document for CAPITAL REAL ESTATE PARTNERS OF FLORIDA, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

Please list the ADDRESS or ADDRESSES in Article II.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 504A00041785

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**ARTICLES OF ORGANIZATION OF
CAPITAL REAL ESTATE PARTNERS OF FLORIDA, LLC
A LIMITED LIABILITY COMPANY**

FILED
04 JUN 24 AM 7:51
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TALLAHASSEE FLORIDA

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

ARTICLE I

The name of the Limited Liability Company is: CAPITAL REAL ESTATE PARTNERS OF FLORIDA, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is: 1 Florida Park Drive South, Atrium Suite, Palm Coast, FL 32137.

ARTICLE III

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager(s) is/are:

Denis Eagle, c/o Capital Real Estate Group, 7 Penn Plaza, Ste. 820, New York, NY 10001, Co-Manager

David Siegel, c/o Capital Real Estate Group, 7 Penn Plaza, Ste. 820, New York, NY 10001, Co-Manager

Leonard Rutkowitz, c/o Capital Real Estate Group, 7 Penn Plaza, Ste. 820, New York, NY 10001, Co-Manager

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be set forth in the Operating Agreement.

I have signed these Articles of Organization and acknowledged them to be my act this 23 day of June, 2004.

A handwritten signature in black ink, appearing to read "B. Paul Katz", written over a horizontal line.

B. Paul Katz, Agent

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED FOR
CAPITAL REAL ESTATE PARTNERS OF FLORIDA, LLC**

IN COMPLIANCE WITH SECTION 608.507, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

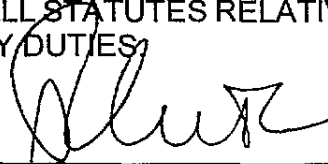
FIRST: THAT THE UNDERSIGNED AGENT, DESIRING TO ORGANIZE OR
QUALIFY THE ABOVE REFERENCED LIMITED LIABILITY COMPANY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
124 ISLAND ESTATES PARKWAY, PALM COAST, FLORIDA, 32137; HAS NAMED B.
PAUL KATZ, LOCATED AT 1 FLORIDA PARK DRIVE SOUTH, ATRIUM SUITE, PALM
COAST, FLORIDA 32137, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.



B. PAUL KATZ, Agent

Date: 6/23/04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



B. PAUL KATZ, REGISTERED AGENT

DATE: 6/23/04