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LIMITED LIABILITY COMPANY

61-01 woodbine real estate, l.l.c.

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ARTICLES OF ORGANIZATION
for
61-01 WOODBINE REAL ESTATE, L.L.C.
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. The name of this company shall be:

61-01 WOODBINE REAL ESTATE, L.L.C.

and the address of its initial principal office is:

4000 Hollywood Blvd., Suite 350-N
Hollywood, FL 33021

and the mailing address is the same.

2. The company shall exist until dissolved in a manner provided by law, these Articles or Regulations adopted by the members.

3. The name and street address of the initial registered agent and office for this company is as follows:

JEFFREY FEINBERG, ESQ.
FEINBERG & MAIDENBAUM
4000 Hollywood Boulevard, Suite 350-N
Hollywood, Florida 33021

4. Additional members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such a new member, in the manner set forth in the Regulations of this Company.

5. The business of the Company shall be managed by its Members, but the company has the right to hire a manager or managers to assist in the operation of the company.

6. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members.

7. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by all the Members, unless otherwise provided in the Regulations or further action of the Members.

8. A member shall not receive out of the Company property any return of his or her contribution until:

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(a) all liabilities of the company have been paid or sufficient property of the company remains to pay them,

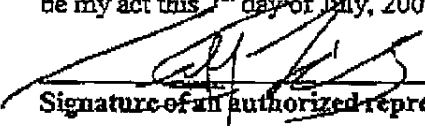
(b) the consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded,

(c) these Articles are canceled or so amended as to set out the withdrawal reduction,

A Member shall be entitled to the return of his or her contribution in the manner provided for in the Regulations of the Company.

9. Notwithstanding anything contained herein to the contrary, the limited liability company shall be a single purpose entity that is authorized solely to own that certain real property located at 4050 N.E. 1st Avenue, Oakland Park, Florida, and to engage in activities related to said property, including any activities set forth, contemplated or limited by any loan documents which it may execute in connection with the acquisition of said property.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 7th day of July, 2004.


Signature of an authorized representative of a member executing the Articles of Organization.

(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.)

Jeffrey Feinberg

Typed or printed name of signee

Prepared By:
Jeffrey Feinberg, Esquire
FAN# 275700
4000 Hollywood Blvd., Suite 350-N
Hollywood, FL 33021
(954) 982-8889

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Registered Agent/Registered Office

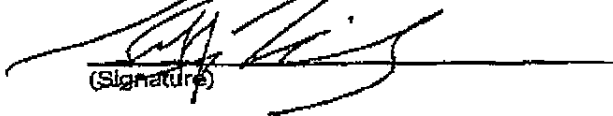
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the Limited Liability Company is:
61-01 WOODBINE REAL ESTATE, L.L.C.
- 2. The name and the Florida street address of the registered agent and registered office are:

Jeffrey Feinberg
4000 Hollywood Boulevard, Suite 350-N
Hollywood, FL 33021

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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.


(Signature)

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