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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 795167 11645A

AUTHORIZATION :

COST LIMIT : \$ 155.00

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TALLAHASSEE
FLORIDA
Patricia Pignatelli

ORDER DATE : July 8, 2004

ORDER TIME : 11:10 AM

ORDER NO. : 795167-005

CUSTOMER NO: 11645A

CUSTOMER: Kathleen M. Pratt
Allan M. Lerner, P.a.

2888 East Oakland Park Blvd.

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: PRO ZACH 54, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Justin Cheshire - EXT. 2909

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION FOR
PRO ZACH 54, LLC**

ARTICLE I- Name

The name of the Limited Liability Company is :

PRO ZACH 54, LLC

ARTICLE II- Address

The mailing address and street address of the principal office of
the Limited Liability Company is:

2888 East Oakland Park Blvd., Ft. Lauderdale, Florida 33306

ARTICLE III- Duration

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV- Purpose

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of Florida, excluding banking and insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company

ARTICLE V- Management

The Limited Liability Company is to be Member-Managed by one or more managers, and the name and address of the initial Manager is:

Zach M. Thomas

ARTICLE VI- Membership

There will be one membership interest issued to Zach M. Thomas. No additional memberships may be issued with out the express written consent of Zach M. Thomas.

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ARTICLE VII-Indemnification

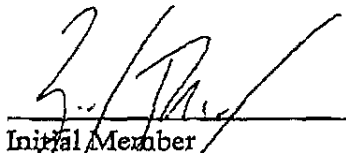
The Member-Manager shall be entitled to be indemnified by the Company to the fullest extent permitted by Florida law.

ARTICLE VIII-Amendments


No amendment, revision or modification of this Articles of Organization may be made unless such amendment, revision or modification is signed by Zach M. Thomas.

ARTICLE IX-Name and Address of the Initial Registered Agent

The initial registered agent is: Allan M. Lerner, 2888 East Oakland Park Boulevard, Fort Lauderdale, FL 33306.


Initial Member

7-7-04
Date


Registered Agent

7/7/04
Date

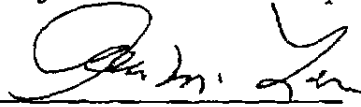
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

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

1. The name of the Limited Liability Company is: PRO ZACH 54, LLC.
2. The name and address of the Registered Agent and Office is:

Allan M. Lerner
2888 East Oakland Park Boulevard
Fort Lauderdale, FL 33306

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 a registered agent.

 7/7/04
Allan M. Lerner Date
Registered Agent