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Fax Number : (850)205-0383

From: Account Name : REDGRAVE & TURNER LLP
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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

Cutler Ridge - Cloisters Lending Group, LLC

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**ARTICLES OF ORGANIZATION
OF
CLOISTERS LENDING GROUP, LLC**

Under the Florida Limited Liability Company Act

ARTICLE I

NAME

The name of this limited liability company is CLOISTERS LENDING GROUP, LLC (the "Company").

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ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is 2665 S. Bayshore Drive, PH 2A, Miami, FL 33133.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Bert R. Oliver, Esquire, Redgrave & Oliver, LLP, 120 E. Palmetto Park Road, Suite 450, Boca Raton, FL 33432.

ARTICLE IV

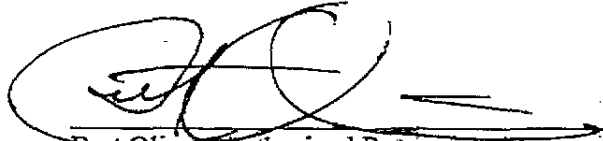
MANAGEMENT

The Company is to be a Manager-managed company. The initial Manager is Ezra Katz.

FAX AUDIT NUMBER (((H04000153689 3)))

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on July __, 2004.



Bert Oliver, Authorized Representative
Redgrave & Oliver, LLP
120 E. Palmetto Park Road, Suite 450
Boca Raton, FL 33432

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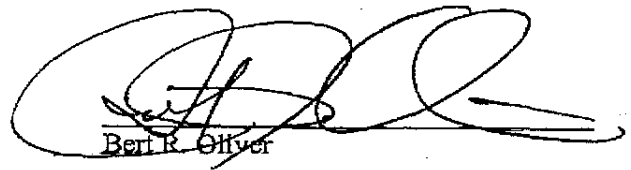
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for CLOISTERS LENDING GROUP, LLC, at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

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Dated: July __, 2004


Bert R. Oliver

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