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THE LAW OFFICES OF
RICHARD J. KAPLAN, P.A.
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1999 UNIVERSITY DRIVE
CORAL SPRINGS, FLORIDA 33071

HOLLYWOOD OFFICE
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HOLLYWOOD, FLORIDA 33021

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PALM BEACH OFFICE
298 N.E. 2nd AVENUE
(PINEAPPLE WAY)
DELRAY BEACH, FLORIDA 33444

REPLY TO: CORAL SPRINGS

July 22, 2004

Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: HOL-KAP#2, LLC

Gentlemen:

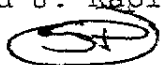
Enclosed please find one original and one copy of the Articles of Organization of HOL-KAP#2, LLC, together with our check in the amount of \$155.00 representing filing fee of \$100.00, certified copy fee of \$30.00 and registered agent fee of \$25.00.

Please effect immediately and forward necessary documentation together with the certified copy of the Articles to this office.

Thank you for your assistance.

Very truly yours,

Richard J. Kaplan, P.A.


Richard J. Kaplan, Esquire

RJK/st
Enclosures

SIGNED IN MR. KAPLAN'S ABSENCE
TO AVOID DELAY IN SENDING

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ARTICLES OF ORGANIZATION

OF

HOL-KAP#2, LLC

The undersigned certify that we have associated ourselves together for the purpose of being a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME, PRINCIPAL PLACE AND MAILING ADDRESS OF BUSINESS

The name of the limited liability company shall be HOL-KAP#2, LLC, and its principal office and mailing address will be located at 3300 NE 191st Street, Suite 1713, Aventura, FL 33180 but it shall have the power and authority to establish branches and offices at any other place or places as the members may designate.

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ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, sell, convey, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in

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association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry exercise, or do.

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ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company, by and through the Manager under a Operating Agreement, and pursuant to the Articles herein, adopted by the members.

ARTICLE IV

MANAGER

The name and address of the initial Manager (which can be changed by the Operating Agreement) is:

<u>TITLE:</u>	<u>NAME AND ADDRESS</u>
Manager	DENNIS HOLOBER 3300 NE 191st Street, Suite 1713 Aventura, FL 33180

ARTICLE V

DURATION

This limited liability company shall exist as the case may be, or until it dissolves in a manner provided by law, or as provided for in the Operating Agreement adopted by the members.

ARTICLE VI


This limited liability company shall indemnify any manager or member, or any former manager or member, to the fullest extent permitted by law.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3300 NE 191st Street, Suite 1713, Aventura, FL 33180, and the name of the company's initial registered agent at that address is DENNIS HOLOBER. The undersigned being an original manager of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of HOL-KAP#2, LLC.

Executed by the undersigned at Coral Springs on 7/22/04,
2004.


DENNIS HOLOBER

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STATE OF FLORIDA

COUNTY OF Broward

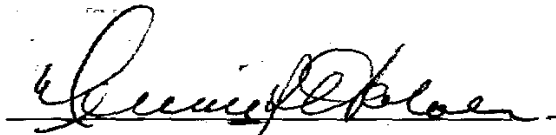
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is HOL-KAP#2, LLC

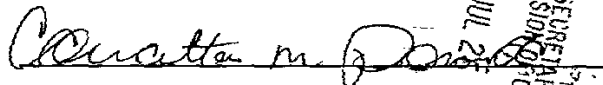
The name of the registered agent for HOL-KAP#2, LLC is DENNIS HOLOBER, and the street address of the company's principal office where the agent is located is 3300 NE 191st Street, Suite 1713, Aventura, FL 33180.

This statement is to acknowledge that, as indicated above, that HOL-KAP#2, LLC has appointed me, DENNIS HOLOBER, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.


DATED July 22, 2004


DENNIS HOLOBER

The foregoing instrument was acknowledged before me this 22 day of July, 2004 by DENNIS HOLOBER, agent on behalf of HOL-KAP#2, LLC. He/she is personally known to me or has produced FL Drivers License as identification.



My Commission Expires:

 Concetta M Pompa
My Commission DD238198
Expires August 03, 2007

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