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DIVISION OF CORPORATE AFFAIRS

Prince, Philips & Associates

1800 Sunset Harbour Drive, Suite 1410

Miami Beach, Florida 33139

Tel: (305) 725-9790

Facsimile: (305) 538-4118

August 24 2004

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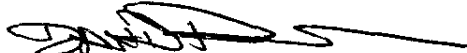
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Dear Division of Corporations:

Enclosed herewith are four (4) revised and amended articles of organizations. Additionally, enclosed is a \$100.00 check for said changes.

Should you have any questions please feel free to call me anytime at the above-referenced phone number.

Sincerely



David Philips, Esq.

STATE OF FLORIDA
DIVISION OF CORPORATIONS
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**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
Lincoln Palms Investors, LLC**

**ARTICLE I
NAME & ADDRESS**

The name of this limited liability company is and shall continue to be Lincoln Palms Investors, LLC, referred to in these Articles of Organization as the "Company." The mailing address and principle place of business NOW shall be *c/o Margules Properties, Inc., 381 Park Avenue South, Suite 1420, New York, NY 10016*

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The registered office of the Company 1800 Sunset Harbour Drive, unit 1410, Miami Beach, Florida 33139. The Company's registered agent is David Philips, Esq., whose office is located at 1800 Sunset Harbour Drive, suite 1410, Miami Beach, Florida 33139.

**ARTICLE III
DURATION**

The term of existence of this Company commenced upon the filing of the Articles of Organization with the Florida Department of State, and this Company shall exist perpetually thereafter unless sooner dissolved according to these Articles of Organization or by law.

**ARTICLE IV
ORGANIZER**

The organizer of the Company is David Philips, natural person at least eighteen (18) years old.

**ARTICLE V
PURPOSE AND POWERS**

This Company is formed for the following purposes and shall have the following powers:

1. To engage in any lawful business purpose and to own, lease and/or operate offices for that purpose
2. To do everything necessary, proper or convenient for the accomplishment of the purpose set forth herein, and to do every other act incidental thereto such is not forbidden under the law of the State of Florida or by the provisions of these Articles of Organization.

**ARTICLE VI
MANAGEMENT BY MEMBERS**

Section 6.01 Management by Members. The Company will be managed by its members.

Section 6.02 Operational Authority of Members

(a) Means of Decision Making. Except as provided by resolution or written action of the members, the members, acting as a group or individually, have sole and equal authority to manage the Company and are authorized to make any contracts, enter into any transactions, and make and obtain any commitments on behalf of the Company to conduct or further the Company's business;

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SECRETARY'S DIVISION
DIVISION OF CORPORATIONS

(b) Delegation of Managerial Authority. The members may delegate to a subcommittees of members, an individual member, or an employee of the Company any management responsibility or authority.

Section 6.03 Nonliability of Members for Acts or Omissions in Their Managerial Capacity

To the full extent permitted by the applicable Florida law, all members are released from liability for damages and other monetary relief on account of any act, omission, or conduct in the member's managerial capacity. This release does protect a member from being required by a court to purchase the membership interest of another member who successfully contends that the member has committed actionable oppressive acts to the prejudice of the other members. No amendment or repeal of this section affects any liability or alleged liability of any member for any acts, omissions, or conduct that occurred prior to the amendment or repeal.

**ARTICLE VII
IDENTIFICATION OF MANAGERS**

The names and addresses of the manager of the Company is:

Eric Margules c/o Margules Properties, Inc.
381 Park Avenue South, Suite 1420
Suite 1420
New York, NY 10016

HOF-South Beach, A Florida Limited Liability Company
C/O Newbridge Realty Capital/Hudson Capital
381 Park Avenue South, Suite 428
New York, NY 10016
Attn: Michael Arman

**ARTICLE VIII
ADMISSION OF NEW MEMBERS**

Section 8.01 New Members Who Acquire Their Membership Interests From the Company
Admission by Members. Pursuant to Section 608.4232 of Florida Limited Liability Act (The "Act"), the Company may admit additional members only upon written consent by all the members.

Section 8.03 New Members Who Acquire Their Membership Interests From a Current Member. No member may transfer the member's complete membership interest, or any rights to participate in the management of the Company, without the consent of a majority in interest of the other members.

**ARTICLE IX
DISSOLUTION**

Section 9.01 Dissolution and Dissolution Avoidance Following the Dissociation of a Member

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation. To avoid dissolution under this Section 9.01(b), the Company must have at least one remaining member.

In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within ninety (90) days of the dissociation, consent to avoid dissolution is obtained from a majority in interest of the remaining members.

Executed this 24 day of August, 2004
BY:


Organizer

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SECTION 9.01
DIVISION OF CORPORATE AFFAIRS