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LIMITED LIABILITY COMPANY

LAKE JEMES LODGE, LLC

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**ARTICLES OF ORGANIZATION
OF
LAKE JAMES LODGE, LLC,
a Florida limited liability company**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I: NAME

The name of the limited liability company is Lake James Lodge, LLC, a Florida limited liability company (the "Company").

**ARTICLE II:
MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE**

The initial mailing address and initial street address of the principal office of the Company shall be 8930 S.W. 115th Terrace, Miami, Florida 33176, Attention: Alan E. Krinzman.

ARTICLE III: REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Alan E. Krinzman, Esq., 8930 S.W. 115th Terrace, Miami, Florida 33176.

ARTICLE IV: CAPITAL CONTRIBUTIONS

The total amount of cash contributed to the Company is One Hundred and No/100 (\$100.00) Dollars in cash. No other property is being contributed to the Company.

ARTICLE V: DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE VI: RESTRICTIONS ON MEMBERSHIP

The members of the Company are Alan E. Krinzman and Katherine Genthier Krinzman, M.D. No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member.

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unless all of the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII: MANAGEMENT

The Company shall be a manager-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the member(s) for the management of the business and affairs of the Company. The initial manager of the Company shall be Alan B. Krinzman and the Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles.

ARTICLE VIII: AMENDMENT

The Articles may be amended only by the unanimous written consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 10 day of November, 2004.


Authorized Representative

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Lake James Lodge, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

By: 

Alan B. Krutzman, Esq.

Dated: November 10, 2004

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