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McCARTHY SUMMERS

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Account Name : MCCARTHY, SUMMERS, BOBKO, WOOD, SAWYER & PERRY, P.A.
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Downtown Investors, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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DIVISION OF CORPORATION

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November 12, 2004

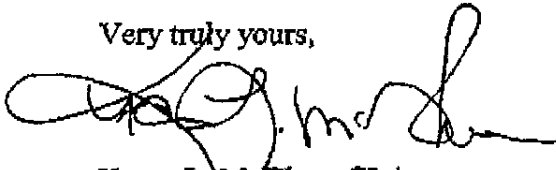
Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32399-0250

Re: **Articles of Organization For Downtown Investors, L.L.C.**

Ladies and Gentlemen:

With reference to the above company, enclosed please find Articles of Organization for filing. Kindly fax to the undersigned proof of filing same. Thank you.

Very truly yours,



Karen L. McGhee, CLA
Certified Paralegal
/klm
Enclosure

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ENCLOSURE

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

DOWNTOWN INVESTORS, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall:

Continue until December 31, 2054, unless sooner terminated by operation of law or in accordance with the Regulations of the Limited Liability Company, or as reestablished after such primary term for such additional period as is determined by the Members.

ARTICLE III - Address:

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

c/o Kenneth A. Norman, Esquire
2400 SE Federal Highway, Fourth Floor, Stuart, FL 34994

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

c/o Kenneth A. Norman, Esquire
2400 SE Federal Highway, Fourth Floor, Stuart, FL 34994

ARTICLE IV - Registered Agent/Address

The name and address of the registered agent is:

Kenneth A. Norman
2400 S.E. Federal Highway, Fourth Floor
Stuart, Florida 34994

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ARTICLE V - Additional Members

Additional Members may be admitted to the Limited Liability Company upon the unanimous vote of the Limited Liability Company's members.

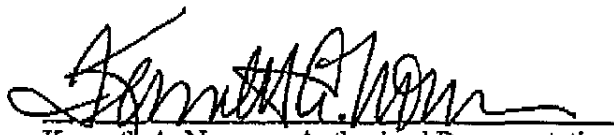
ARTICLE VI - Continuation of Business

Upon the withdrawal of a Member, the remaining members owning at least sixty-six and two-thirds percent(66 2/3rd%) of the interests in the Limited Liability Company then owned by all remaining Members (by written consent of each of such Members) may elect to continue the business.

ARTICLE VII - Management:

The Limited Liability Company is to be managed by a Manager and is therefore a manager-managed company.

Dated: Nov. 12, 2004


Kenneth A. Norman, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED
OFFICE**

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: DOWNTOWN INVESTORS, L.L.C.
2. The name and address of the registered agent and office is:

Kenneth A. Norman
(Name)

2400 S.E. Federal Highway

Fourth Floor
(P.O. Box not acceptable)

Stuart, Florida 34994
(City/State/Zip)

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, Kenneth A. Norman hereby accepts the appointment as registered agent and agrees to act in this capacity. Kenneth A. Norman further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

Dated: Nov 12, 2004

REGISTERED AGENT:


Kenneth A. Norman

DOWNTOWN INVESTORS/ARTICLES OF ORGANIZATION