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Nov-30-2004 11:01am

From DAVID WILLIAMS LAW FIRM PA

302-575-8925

T-315

P.001/003

F-085

Florida Department of State
Division of Corporations
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To:
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Account Name : AGENTS AND CORPORATIONS, INC
Account Number : I20010070112
Phone : (302)575-0875
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LIMITED LIABILITY COMPANY

COLE-VIN ROCK, LLC

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Page Count	01-3
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

COLE-VIN ROCK, LLC

ARTICLE II - Address:

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

Principal Office Address:

2200 S. Ocean Lane
Unit 2406
Fort Lauderdale, FL. 33316

Mailing Address:

2200 S. Ocean Lane
Unit 2406
Fort Lauderdale, FL. 33316

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Agents and Corporations, Inc.
Name
Suite E 773 4th Ave. North
Florida street address (P.O. Box **NOT** acceptable)
Naples FL 34102
City, State, and 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, I hereby accept the 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 as provided for in Chapter 608, F.S.

David Williams
Registered Agent's Signature

(CONTINUED)

Page 1 of 2

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

KEITH L. LEVIN
2200 S. OCEAN LANE, UNIT 2406
FORT LAUDERDALE, FL. 33316

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JEROME A. ZIENTY, ATTORNEY AT LAW

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 38.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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11/30/2004 15:13 FAX 278-21822

FISHER & SAULS, P.A.

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LIMITED LIABILITY COMPANY

SOUTH MANHATTAN, LLC

Certificate of Status	0
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Page Count	034
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION

OF

SOUTH MANHATTAN, LLC

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned hereby declares the following provisions as the Articles of Organization of SOUTH MANHATTAN, LLC, a Florida limited liability company (the "Company").

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Company is SOUTH MANHATTAN, LLC, and its principal office and mailing address is 212 N. Bay Hills Blvd., Safety Harbor, Florida 34695.

ARTICLE 2: DURATION

This Company shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Organization is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is located at 212 N. Bay Hills Blvd., Safety Harbor, Florida 34695 and the name of the initial registered agent is Marga Shefman.

ARTICLE 5: ADMISSION OF ADDITIONAL MEMBERS

Upon approval of all the members, new members may be admitted.

ARTICLE 6: MEMBERS RIGHT TO CONTINUE BUSINESS

With the consent of all remaining members the remaining members of the Company shall have a right to continue the business of the Company on death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

Prepared by:
Robert Kapusta, Jr., Esq.
FBN 441538
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
(727) 822-2033

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ARTICLE 7: MANAGEMENT: INITIAL MEMBERS

Initially the Company is to be managed by one member. The number of managers may either be increased or decreased from time to time by agreement by the members but shall never be less than one. The name and address of the managing member is:

NAME**ADDRESS**

Real Estate Exchange Services, Inc.

212 N. Bay Hills Blvd.
Safety Harbor, Florida 34695**ARTICLE 8: OPERATING AGREEMENT**

The members shall unanimously adopt the initial operating agreement. The power to alter, amend or repeal the operating agreement or adopt a new operating agreement is vested in members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this
30 day of November, 2004.

REAL ESTATE EXCHANGE SERVICES, INC.,
a Florida corporation, as Organizing Member

By: Marga Sheffman

Marga Sheffman, as President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 30 AM 11

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at a place designated in the Articles of Organization of SOUTH MANHATTAN, LLC, set forth above, I hereby accept the 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 as provided for in Chapter 608, F.S.

Dated this 30 day of November, 2004.


Marga Sheffman, Registered Agent