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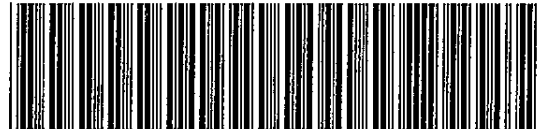
(Business Entity Name)

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LAW OFFICES OF
LAWRENCE S. KLITZMAN, P.A.
BEACON CENTER II
2200 NORTH COMMERCE PARKWAY
SUITE 206
WESTON, FLORIDA 33326

LAWRENCE S. KLITZMAN
L.L.M. TAXATION
ALSO ADMITTED IN NEW JERSEY

TELEPHONE 954-384-4421
FACSIMILE 954-389-3579
E-MAIL lsk@klitzlaw.com

February 22, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Corporate Filings:

Gentleperson:

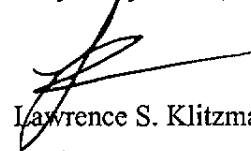
Enclosed for filing are Articles of Organization for 70th Avenue Associates, LLC.

Also enclosed is my check for \$125 to cover the filing fee and registered agent fee for each entity.

I have also enclosed a return self addressed envelope in which I request that you return a stamped filed copy of the document.

Thank you.

Very Truly Yours,


Lawrence S. Klitzman
LK:km
w/enclos.
w/check

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**ARTICLES OF ORGANIZATION
OF
70th AVENUE OFFICE ASSOCIATES, LLC**

The undersigned, being the sole member of 70th Avenue Office Associates, LLC, a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: 70th Avenue Office Associates, LLC.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o Lawrence S. Klitzman
2200 North Commerce Parkway Suite 206
Weston, Florida 33326

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ARTICLE IV. STREET ADDRESS OF COMPANY

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

c/o Lawrence S. Klitzman
2200 North Commerce Parkway Suite 206
Weston, Florida 33326

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Lawrence S. Klitzman
2200 North Commerce Parkway
Suite 206
Weston, Florida 33326

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Operating Agreement and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

Subject to any contrary terms of the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Subject to any contrary terms of the Operating Agreement of the Company, upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the

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Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company of such other members, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company of such other members.

ARTICLE IX. MANAGER

The Company shall be managed by a manager. The name and address of the initial manager is set forth below. The initial manager shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

Initial Manager:

Address:

Regional Investment Properties ,Inc.

2200 North Commerce Parkway
Suite 206
Weston, Florida 33326

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ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or her contribution to capital except as provided in the Operating Agreement then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company.


ARTICLE XII. AMENDMENT OF OPERATING AGREEMENT

Except as specifically provided in the Operating Agreement, neither the Manager nor the members of the company may adopt, alter, amend or repeal any provision of the Operating Agreement except upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the membership units in the Company which vote is taken at a duly called meeting

of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the membership units in the Company.

IN WITNESS WHEREOF, the members of the Company have executed the foregoing Articles of Organization this 22nd day of February, 2005.

By:


Lawrence S. Klitzman.

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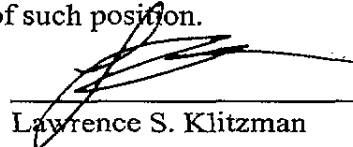
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of 70th Avenue Office Associates, LLC, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: February 22, 2005



Lawrence S. Klitzman

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