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ARTICLES OF ORGANIZATION OF FABULOUS LOFT, LLC

ARTICLE I NAME

The name of this Limited Liability Company shall be Fabulous Loft, LLC (the "Company").

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 398 Isla Dorada Blvd Confi Gables, Florida 33143, and such other place or places as the member from time to time may determine. The mailing address of the Company is 398 Isla Dorada Blvd., Coral Gables, Florida 33143

ARTICLE III INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE IV DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 28th day of February, 2005, effective upon filing same with the Florida Department of State.

MARK R. STARKMAN Authorized Representative

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

Fabulous Loft, LLC

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc. 1500 San Remo Avenue, Suite 125 Coral Gables, Florida 33146

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM, REGISTERED, AGENTS LINC

Bv:

Mark R. Starkman. Vice President

Date: February 28, 2005