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LOS-53172
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**ARTICLES OF ORGANIZATION
OF
FC REALTY, LLC**

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

**ARTICLE I
NAME**

The name of the limited liability company is FC Realty, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 39 West 37th Street, New York, NY 10018.

**ARTICLE III
DURATION**

The period of duration for the Company shall be perpetual.

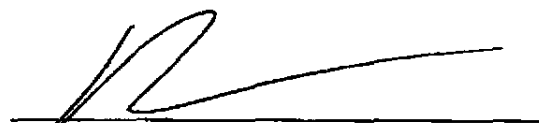
**ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS**

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

<u>Name</u>	<u>Address</u>
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.	c/o Robert L. Weissler, Esq. 150 West Flagler Street Museum Tower, Suite 2200 Miami, FL 33130

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of
Organization for the foregoing uses and purposes this 27 day of May, 2005.



Robert I. Weissler, Esq.
Authorized Representative of the Member

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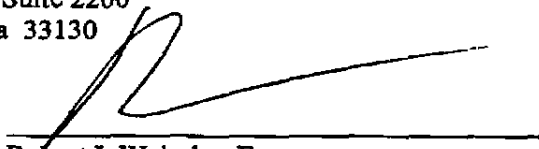
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is FC REALTY, LLC.
2. The name and street address of the registered agent and office are:

Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
c/o Robert I. Weissler, Esq.
150 West Flagler Street
Museum Tower, Suite 2200
Miami, Florida 33130

Dated: May 27, 2005

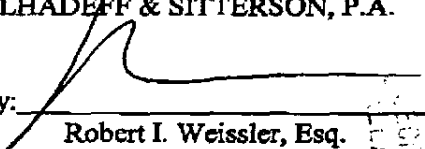

Robert I. Weissler, Esq.
Authorized Representative of the Member

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Registered Agent:
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.

Dated: May 27, 2005

By: 
Robert I. Weissler, Esq.