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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

overtown apartments, llc

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF
OVERTOWN APARTMENTS, LLC**

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

**I.
NAME**

The name of the Limited Liability Company is Overtown Apartments, LLC (the "Company").

**II.
PRINCIPAL OFFICE**

The mailing and street address of this Company's principal office shall be 2200 S. Ocean Drive, # 106 Hollywood, Florida 33019.

**III.
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Company shall be Jorge Di Cataldo whose business address is 2200 S. Ocean Drive, # 106 Hollywood, Florida 33019., which shall be the registered office of this limited liability company.

**IV.
MANAGEMENT BY MANAGER**

This Company shall be manager-managed company.

**V.
MANAGERS**

The initial Managers of the Company shall be:

Brenda Miller
Jorge Di Cataldo

Manager
Manager

Jorge Di Cataldo

*by and through their
attorney in fact*

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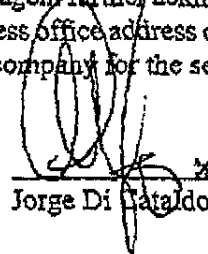
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**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
OVERTOWN APARTMENTS, LLC**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that 2200 S. Ocean Drive, # 106 Hollywood, Florida 33019 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: June 24, 2005


Jorge Di Cataldo*Agreed through their attorney
in fact*

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