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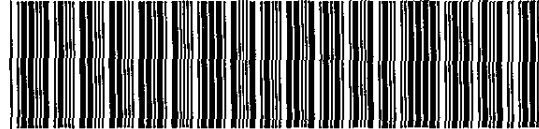
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Camelot Condos, LLC

Art of Inc. File

LTD Partnership File

Foreign Corp. File

☒ L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

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Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

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Fictitious Owner Search

Vehicle Search

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UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

SP 7/21/05 10:25

**ARTICLES OF ORGANIZATION
OF
CAMELOT CONDOS, L.L.C.**

THE UNDERSIGNED, as the initial members of CAMELOT CONDOS, L.L.C., a Florida limited liability corporation formed hereunder (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: CAMELOT CONDOS, L.L.C.

**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:

2635 North Andrews Ave.
Wilton Manors, FL 33311

**ARTICLE IV
STREET ADDRESS OF COMPANY**

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

2635 North Andrews Ave.
Wilton Manors, FL 33311

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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:

DEAN J. TRANTALIS, ESQ.
2255 Wilton Dr.
Wilton Manors, FL 33305

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 a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the majority of the managers of the Company. Any new member which is approved by the managers 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 managers, 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 managers from time to time determine in their sole discretion.

ARTICLE VII
RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in 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, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the company, upon the affirmation vote of a majority of all of the members of 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 or by written consent of a majority of the members of 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

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 remain in existence unless dissolved by the remaining members of the Company, at a duly called meeting for such purpose.

ARTICLE IX

MANAGERS

The Company shall be managed by managers. The name and address of the initial managers are set forth below. The managers shall serve as managers until the first annual meeting of members or until its successors are elected and qualify.

Initial President/Manager:	Rosetta Petreccia 2635 North Andrews Ave. Wilton Manors, FL 33311
Initial Vice-President/Manager:	Teri Lurie 2635 North Andrews Ave. Wilton Manors, FL 33311
Initial Secretary/Manager:	Rocco Petreccia 2635 North Andrews Ave. Wilton Manors, FL 33311
Initial Treasurer/Manager:	Rossana Petreccia 2635 North Andrews Ave. Wilton Manors, FL 33311
Initial Officer/Manager:	Joseph Michael Ruggiero 2635 North Andrews Ave. Wilton Manors, FL 33311
Initial Officer/Manager:	Angelo Petreccia 2635 North Andrews Ave. Wilton Manors, FL 33311

ARTICLE X

RETURN OF CAPITAL

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

ARTICLE XI

AMENDMENT TO ARTICLES OF ORGANIZATION

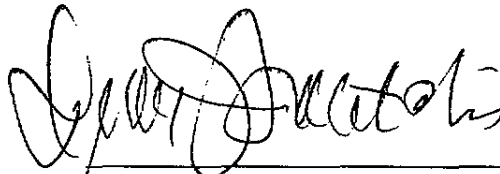
Members may adopt, alter, amend, or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

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

The following is submitted pursuant to Sections 608.415 and 608.607 of the Florida
Limited Liability Company Act:

Having been appointed as registered agent of
CAMELOT CONDOS, L.L.C., a Florida limited liability
company 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: July 13, 2005.



Dean J. Trantalis, Esq.
2255 Wilton Dr.
Wilton Manors, FL 33305