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From:

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LIMITED LIABILITY COMPANY

EDGEWATER 5 MANAGER, LLC

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DIVISION OF CORPORATION

H05000214860 3

**ARTICLES OF ORGANIZATION
OF
EDGEWATER 5 MANAGER, 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 EDGEWATER 5 MANAGER, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 1785 Swarthmore Avenue, Lakewood, NJ 08701.

**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>
Chava E. Genet	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 150 West Flagler Street Suite 2200 Miami, FL 33130

H05000214860 3

ARTICLE VII
MANAGEMENT

The Company is to be managed by its members. The managing member shall be:

Eli Weinstein
1785 Swarthmore Avenue
Lakewood, NJ 08701

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles
of Organization for the foregoing uses and purposes this 5th day of September, 2005.



Chava E. Genet
Authorized Representative of Members

H05000214860 3

H05000214860 3

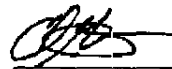
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 Edgewater 5 Manager, LLC.
2. The name and street address of the registered agent and office are:

Chava E. Genet
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
150 West Flagler Street
Suite 2200
Miami, FL 33130

Dated: September 8, 2005



Chava E. Genet
Authorized Representative of Members

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.

Dated: September 8, 2005



Chava E. Genet, Registered Agent

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H05000214860 3