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LAW OFFICES OF
DELIMA GOLDMAN & GOLDMAN

City National Bank Building
Suite 404
2701 Le Jeune Road
Coral Gables, Florida 33134
Tel.: (305) 446-6460
Fax: (305) 446-7502
E-mail: BruceJGoldmanLaw@aol.com

September 26, 2005

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Heritage Square V, LLC

Dear Sirs:


Enclosed are the original and one copy of the Articles of Organization and the original and one copy of the Acceptance of Registered Agent for Heritage Square V, LLC. Enclosed, as well, is our \$155.00 check for the following:

Registered Agent Designation	\$ 25.00
Filing Fees	\$100.00
Certified Copy	\$ 30.00
	<u>\$155.00</u>

Upon your receipt and filing of the documents, please send me a certified copy.

Thank you for your cooperation.

Sincerely yours,



Bruce J. Goldman

BJG:pjp
Enclosures

cc: Mr. Mathieu Goldenberg (w/encls.)

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ARTICLES OF ORGANIZATION
OF
HERITAGE SQUARE V, LLC

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DIVISION OF CORPORATIONS

The undersigned, being a duly authorized representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is Heritage Square V, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

2701 LeJeune Road, Suite 404
Coral Gables, Florida 33134

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 2701 Le Jeune Road, Suite 404, Coral Gables, Florida 33134 as the street address of the initial registered office of the Company and names Bruce J. Goldman, Esq. as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State of Florida, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of the ownership interests.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS


Additional Members may be admitted upon the approval of a majority of the ownership interests of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 26th day of September 2005.

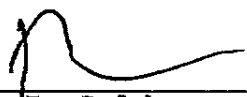


Bruce J. Goldman, Esq.
Duly Authorized Representative
of a Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for Heritage Square V, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608 of the Florida Statutes, and acknowledges he is familiar with, and accepts, the obligations of such position on this 28th day of September, 2005.

By:


Bruce J. Goldman, Esq.

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