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2006 FEB 23 PM 4:22
TALLAHASSEE, FLORIDA

J. BRYAN FEB 28 2006



David F. Hanley, Esq.
Email: dfh@angelolaw.com

February 22, 2006

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: El-Ad FL Beach II LLC
El-Ad FL Beach III LLC**

Dear Sir or Madam:

Please find enclosed for filing Articles of Organization to form El-Ad FL Beach II LLC and El-Ad FL Beach III LLC, along with our firm's checks in the amount of \$160.00 each representing the filing fees for same.

Please return the certified copies of the Articles of Organization and Certificates of Status to my attention.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

DAVID F. HANLEY

DFH/jlt
Enclosures

cc: Thomas P. Angelo, Esq. (without enclosures)
Arava Mohar, Esq. (via e-mail)(with enclosures)

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
EL-AD FL BEACH II LLC

The undersigned, intending to form a limited liability company under the Florida Limited Liability Company Act, declares that the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be EL-AD FL BEACH II LLC (the "Company").

ARTICLE II

MAILING AND STREET ADDRESS

The mailing address and the street address of the Company is 7975 NW 154th Street, Suite 200, Miami Lakes, Florida 33016.

ARTICLE III

REGISTERED AGENT AND OFFICE

The street address of the Company's initial registered office is 515 East Las Olas Boulevard, Suite 850, Fort Lauderdale, Florida 33301, and the name of the Company's initial registered agent at such office is Angelo, Barry & Banta, P.A.

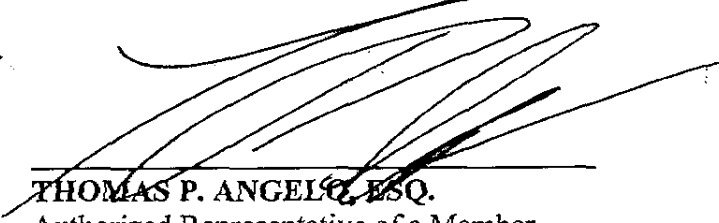
ARTICLE IV

MANAGEMENT

The Company is to be managed by a Manager appointed by the Members in accordance with the terms of the Operating Agreement, and is therefore a *manager-managed company*.

The undersigned, as authorized representative of a Member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

Dated this 22nd day of February, 2006.


THOMAS P. ANGELO, ESQ.

Authorized Representative of a Member

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, 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 this 22nd day of February, 2006.

ANGELO, BARRY & BANTA, P.A.

By: _____

Thomas R. Angelo, CEO

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