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2006 APR -3 PM 4:35

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Worthing Place Realty, LLC

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2006 APR -3 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File Correction
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
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- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____

Signature _____

Requested by: WC

Name _____

Date 4/3

Time 11:00

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**ARTICLES OF CORRECTION TO THE ARTICLES OF ORGANIZATION OF
WORTHING PLACE REALTY, LLC**

1. The name of the Corporation is WORTHING PLACE REALTY, LLC, a Florida limited liability company (the "Company"), filed with the Florida Department of State on March 22, 2006, under document number L06000030154.

2. Article V of the Articles of Organization of the Company improperly listed William Morris as the Manager of the Company. Mr. Morris is not the Manager of the Company.

3. Article V of the Articles of Organization of the Company is hereby amended to read as follows:

ARTICLE V

MANAGEMENT

The Company is to be managed by its Managers. The person who will serve as Manager until the first annual meeting of Members or until his successor is elected and qualified is:

Elaine Morris

IN WITNESS WHEREOF, the undersigned Member of the Company has executed these Articles of Correction this 29th day of March, 2006.



ELAINE MORRIS, Member

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2006 APR -3 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
WORTHING PLACE REALTY, LLC

A Florida Limited Liability Company**

FILED
2006 MAR 22 PM 2:03
CLERK OF THE STATE
JAILHOUSE, FLORIDA

The undersigned, WORTHING PLACE REALTY, LLC (the "Company"), desiring to form a limited liability company under the Florida Limited Liability Company Act, codified as Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization of such Company.

ARTICLE I

NAME

The name of the limited liability company is WORTHING PLACE REALTY, LLC.

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is 900 East Atlantic Avenue, Suite 13, Delray Beach, Florida 33483-6954.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Jonathan J. Lichtman, P.A., 120 East Palmetto Park Road, Suite 100, Boca Raton, Florida 33432.

ARTICLE IV

DURATION

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State unless earlier terminated by the unanimous written agreement of all Members.

ARTICLE V

MANAGEMENT

The Company is to be managed by its Managers. The person who will serve as Manager until the first annual meeting of Members or until his successor is elected and qualified is:

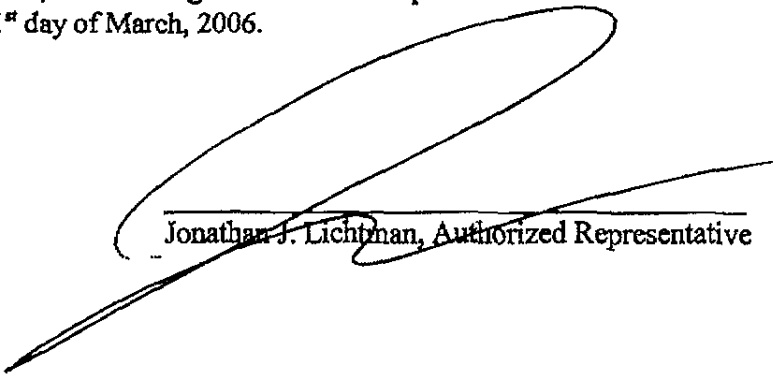
William Morris
900 East Atlantic Avenue, Suite 13
Delray Beach, FL 33483-6954

ARTICLE VI

ORGANIZING MEMBER

The name and address of the authorized representative of the Manager executing these Articles of Organization is Jonathan J. Lichtman, Esq., 120 East Palmetto Park Road, Suite 100, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization this 21st day of March, 2006.



Jonathan J. Lichtman, Authorized Representative

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for WORTHING PLACE REALTY, LLC, at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 3/21/06

JONATHAN J. LICHTMAN, P.A.

By 

Jonathan J. Lichtman, President