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FLORIDA/FOREIGN LIMITED LIABILITY CO.

New Dawn Daytona GP, LLC

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From: Margee Ryder

of Pages: 5

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Comments:

Ladies and Gentlemen,

Attached hereto for filing with the Florida Secretary of State are the Articles of Organization of New Dawn Daytona GP, LLC. Please note that these Articles were faxed to you at 12:39 PM, on Thursday August 10, 2006, as evidenced by the faxed confirmation sheet attached hereto. Thank you.

Margee Ryder

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Adorno & Yoss LLP
2525 Ponce de Leon Boulevard
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Please see attached Articles for filing.

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**ARTICLES OF ORGANIZATION
OF**

**NEW DAWN DAYTONA GP, LLC,
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida set forth the following:

ARTICLE I: NAME

The name of the limited liability company is New Dawn Daytona GP, LLC, a Florida limited liability company (the "Company").

ARTICLE II: ADDRESS OF PLACE OF BUSINESS

The principal place of business for the Company will be 2601 South Bayshore Drive Suite 200, Miami, Florida 33133.

ARTICLE III: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Neil S. Rollnick, Esq. The address of the initial registered agent is 2525 Ponce de Leon Boulevard, Suite 400, Miami, Florida 33134-6012.

ARTICLE IV: MANAGEMENT

The management of the Company is reserved to members, or officers of the members, that will be referred to as managing members and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles. The initial managing members shall be New Dawn Holdings, LLC and Key Real Estate Development, Corp.

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These Articles of Organization have been executed on the date set forth under the name of the authorized representative of the managing member of the Company. In accordance with the terms of §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

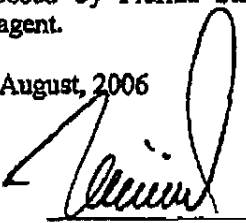


Neil S. Rollnick
Authorized Representative

Date: August 10, 2006

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of New Dawn Daytona GP, LLC, a Florida limited liability company, the undersigned accepts such an appointment, agrees to act in such capacity, accepts the obligations proposed by Florida Statutes §608.415 and is herewith simultaneously designated as registered agent.

Executed this 10th day of August, 2006

Neil S. Rollnick, Registered AgentFILED
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