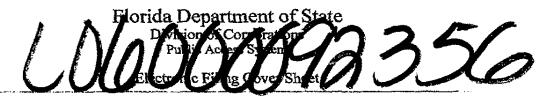
Division of Corporations

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Account Number : I20060000021 Phone : (954)713-7633

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Page 1 o

COMPANY:

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ARTICLES OF ORGANIZATION OF **DOWNTOWN DELRAY HOLDINGS, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Act, Chapter 808, Florida Statutes.

ARTICLE I: NAME

The name of this limited liability company is DOWNTOWN DELRAY HOLDINGS. LLC (the "Company").

ARTICLE II: ADDRESS

The Company's mailing address and street address of the principal office of the Company is:

Mailing Address P.O. Box 810367 Boca Raton, FL 33481 Street Address 250 E. Atlantic Avenue Delray Beach, FL 33444-3727

ARTICLE III: REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of the Company is:

Scott A. Frank, Esquire c/o Arnstein & Lehr 515 N. Flagler Drive, Suite 600 West Palm Beach, FL 33401

ARTICLE IV: DURATION

The period of duration of the Company will be perpetual.

ARTICLE V: MANAGEMENT

The Company will be a member-managed company.

The undersigned executed these Articles of Organization on this <u>Lo</u> day of September 2006.

Authorized Representative of the Members:

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Scott A. Frank, as Authorized Representative

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the limited liability company is:

DOWNTOWN DELRAY HOLDINGS, LLC

The name and the Florida address of the registered agent are:

Scott A. Frank, Esquire c/o Arnstein & Lehr 515 N. Flægler Drive, Suite 600 West Palm Beach, FL 33401

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

Scott A. Frank

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