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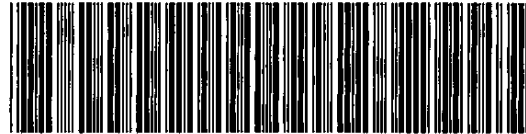
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAMUEL J. CANTOR, P.A.
ATTORNEY AT LAW

2499 GLADES ROAD, SUITE 210
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SAMCANPA@AOL.COM

SAMUEL J. CANTOR*
*ALSO MEMBER OF PENNSYLVANIA BAR

September 20, 2006

State of Florida, Secretary of State
Corporate Records Bureau - Div. of Corps.
P. O. Box 6327
Tallahassee, Florida 32301

Re: TIMELESS PROPERTIES III, LLC

Gentlemen/Ladies:

Enclosed please find the following in connection with the above-captioned filing:

1. An original and a xerox copy of the Articles of Organization of TIMELESS PROPERTIES III, LLC;
2. This firm's check in the amount of \$125.00 in payment for the following:

(a)	Filing Fee in the amount of	\$100.00
(b)	Resident Agent Designation in the amount of	<u>25.00</u>
- TOTAL \$125.00
3. A Certificate Designating Resident Agent.

Please file the original in your office and return a copy to this office at your earliest convenience.

Very truly yours,



Samuel J. Cantor

SJC:jac
Enclosures

ARTICLES OF ORGANIZATION OF

TIMELESS PROPERTIES III, 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 do set forth the following:

1. NAME. The name of the Limited Liability Company is TIMELESS PROPERTIES III, LLC (the "Company").
2. PERIOD OF DURATION. The period of duration of the Company shall be perpetual.
3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida and, more specifically, the ownership and management of an office building. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office and mailing address of the Company is 2500 E. Hallandale Beach Boulevard, Hallandale Beach, FL 33009.
5. REGISTERED AGENT. The name and address of the initial registered agent for the Company is Samuel J. Cantor, Samuel J. Cantor, P.A., 2499 Glades Road, #210, Boca Raton, FL 33431.
6. ADDITIONAL MEMBERS. Members may admit additional members upon the consent of a majority in interest of the then existing members.
7. CONTINUITY OF BUSINESS. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of the remaining members owning a majority-in-interest of the profits, interests and of the capital interests of the Company.
8. MANAGEMENT. The Company shall be managed by its Member, and his name and address is as follows:

Manager

Greg Anderson

Address

2500 E. Hallandale Beach Boulevard
Hallandale Beach, FL 33009

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9. MEMBERS: The Members of the Company are as follows:

Member

Address

Greg Anderson

2500 E. Hallandale Beach Boulevard
Hallandale Beach, FL 33009

The undersigned has executed these Articles of Organization on the 18th day of
September, 2006.



Greg Anderson, Managing Member

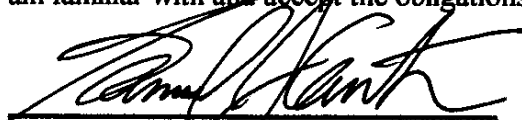
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: TIMELESS PROPERTIES III, LLC.
2. The name and address of the registered agent and office is:

Samuel J. Cantor, Esq.
Samuel J. Cantor, P.A.
2499 Glades Road, #210
Boca Raton, FL 33431

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 its 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.



Samuel J. Cantor, Registered Agent

Date: September 10, 2006