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**ARTICLES OF ORGANIZATION OF
VENETIAN TOWERS II, L.L.C.**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be: VENETIAN TOWERS II, L.L.C.

**ARTICLE II
PURPOSE**

This Limited Liability Company is created for the purpose of transacting any and all lawful business for which limited liability companies may be organized under the laws of the State of Florida of the United States of America, as may be agreed upon by the members.

ARTICLE III

PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business and mailing address of this Limited Liability Company shall be 4002 Del Prado Boulevard, Cape Coral, Florida 33904, and such other place or places as the members from time to time may determine.

The initial Registered Agent of the Limited Liability Company shall be Darrin R. Schutt, Esq., Suite C, 1105 Cape Coral Parkway East, Cape Coral, Florida 33904.

**ARTICLE IV
MANAGEMENT OF BUSINESS**

This Limited Liability Company is to be managed by one or more members, such that the company is to be a member-managed company. The initial managing members are:

Lee & Associates 015, LLC
4002 Del Prado Boulevard
Cape Coral, Florida 33904

DiFede & Associates 004, LLC
4002 Del Prado Boulevard
Cape Coral, Florida 33904

2DK's II, L.L.C.
996 West Jericho Turnpike
Smithtown, New York 11787

**ARTICLE V
REGULATIONS**

At the time of executing these articles of organization, the members of the Limited Liability Company shall adopt regulations containing all provisions for the regulation and management of this

VENETIAN TOWERS II, L.L.C.

Articles of Organization

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company not inconsistent with law or these articles.

The power to alter, amend or repeal these regulations shall be vested in all the members of this company.

ARTICLE VI PROPERTY

Real or personal property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE VII DISTRIBUTION OF EARNINGS

The Managing Member of the Company shall have the sole discretion whether to issue earnings or retain the same, either in whole or in part. The Managing Member shall not be required to provide a reason for the determination to retain such earnings.

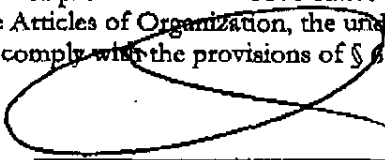
IN WITNESS WHEREOF, the Authorized Agent of the Managing Member has executed these Articles of Organization on this 17th day of February, 2007, and acknowledges that in accordance with § 608.408(3), Florida Statutes, that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Darrin R. Schutt, Esq.

As Authorized Agent for Lee & Associates 015, L.L.C.,
DiFede & Associates 004, L.L.C., and 2DK's II, L.L.C.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Limited Liability Company at the place designated within the Articles of Organization, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of § 608.415, Florida Statutes.


Darrin R. Schutt, Esq.