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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

raybre II properties, llc

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR
RAYBRE II PROPERTIES, LLC.

ARTICLE I - Name:

The name of the Limited Liability Company is:

RAYBRE II PROPERTIES, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3250 MARY ST., #303
MIAMI, FL 33133

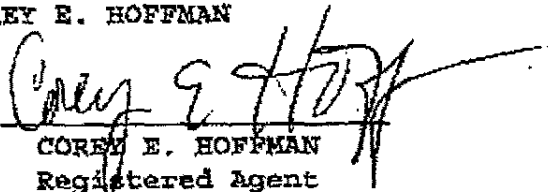
ARTICLE III - Registered Agent, Registered Office and Registered Agent's Signature:

Corey E. Hoffman, Esq.
3250 Mary Street
Suite 303
Coconut Grove, FL 33133

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Having been named as registered agent and to accept or 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 as provided for in Chapter 608, F.S..

COREY E. HOFFMAN

By: 
COREY E. HOFFMAN
Registered Agent

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ARTICLE IV - MANAGER(S) OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

MANAGING MEMBER

LEONARD G. EPSTEIN
3250 MARY ST., #303, MIAMI, FL
33133

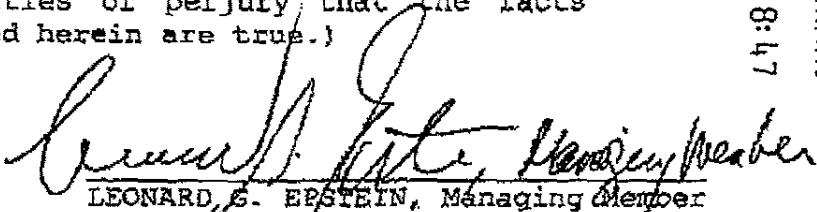
ARTICLE V - CONTINUATION AFTER VOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.

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

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LEONARD G. EPSTEIN, Managing Member


COREY E. HOFFMAN, Registered Agent

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