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Division of Corporations

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255

Phone : (305)634-3694 Fax Number : (305)633-9696

ORIDA/FOREIGN LIMITED LIABILITY CO.

great american property partners, lic

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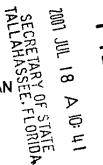
ARTICLES OF ORGANIZATION

OF

GREAT AMERICAN PROPERTY PARTNERS, LLC

ARTICLE I - NAME

The name of the limited liability company is GREAT AMERICAN PROPERTY PARTNERS, LLC (hereinafter "the Company").



ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Company is 1475 SE 15th Street #107, Ft. Lauderdale, FL 33316.

ARTICLE III - DURATION

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence will be perpetual.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the Company is: James Ofstein 1475 SE 15th Street #107, Ft. Lauderdale, FL 33316.

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ARTICLE V - CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any event, which terminates the continued membership of a member in the Company. The business may be continued only on the affirmative vote of a majority of the then remaining members pursuant to the terms of the Company's regulations.

<u>ARTICLE VI - PURPOSE</u>

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented...

ARTICLE VII - ORGANIZER

The name and street address of the person signing these Articles organizer is:

James Ofstein 1475 SE 15th Street #107 Ft. Lauderdale, FL 33316

ARTICLE VIII - MANAGEMENT

The Company will be managed initially by two (2) managers, the names of which are as follows:

James Ofstein 1475 SE 15th Street #107 Ft. Lauderdale, FL 33316 David Hurd 1475 SE 15th Street #107 Ft. Lauderdale, FL 33316

ARTICLE IX - MEMBERS CANNOT BIND THE COMPANY

The Company is managed exclusively by the manager, and members have no authority to bind the Company.

ARTICLE X - ADMISSION OF NEW MEMBERS

Members of the Company have right to admit new members. Additional members may be admitted only on the unanimous written of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted

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 berein are true.

The undersigned has executed these Articles of Organization this 12 day of July, 2007.

James Ofstein
Authorized Representative

P.04/05

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Fla. Stat. § 608.415, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

	The name and address of the limited liability company is: AMERICAN PROPERTY PARTNERS, LLC 1475 SE 15 th Street #107 Ft. Lauderdale, FL 33316	CRETARY AHASSE	81 JUL 100	
2.	The name and address of the registered agent and office	ist T	\triangleright	المقا
	James Ofstein	L. C	⇔	C
•	1475 SE 15 th Street #107	TATE ORIDA	=	
	Et Lauderdale El 33318	.>		

Having been named to accept service of process for the above-named 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 obligation of my position as registered agent.

nes Ofsteilf, Registered Agent

Dated:

July 12 7 4 2007

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