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J. BRYAN

APR 11 2008

EXAMINER



GREENSPOON MARDER, P.A.

ATTORNEYS AT LAW

One Clearlake Centre, Suite 1010
250 Australian Avenue
West Palm Beach, Florida 33401
Phone: (561) 227-2370
Fax: (561) 653-3937

April 9, 2008

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Re: FOX PROPERTIES #2 LLC

To whom this may concern:

Please find enclosed original Articles of Organization, as well as our Trust Account check in the amount of \$160.00, representing payment for the following:

1. Filing fee;
2. Certified copy;
3. Certificate of Status

Please process this immediately and fax us a copy of the evidence of filing to (561) 653-3937, or email it to me at jan.mamone@gmlaw.com, at your earliest convenience.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

GREENSPOON MARDER, P.A.



Jan M. Mamone, Real Estate Paralegal
For the Firm

/jm
encls.

www.gmlaw.com
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**ARTICLES OF ORGANIZATION
OF
FOX PROPERTIES #2 LLC**

The undersigned, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, *Florida Statutes* Chapter 608, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLES I – NAME

The name of the limited liability company shall be FOX PROPERTIES #2 LLC (the "Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be:

9611 North U.S. Highway 1, Suite 309
Sebastian, FL 32958

ARTICLE III – DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV – PURPOSE

The purpose for which the Company is organized is to conduct any and all lawful business it may desire. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

Timothy A. Fox
9611 North U.S. Highway 1, Suite 309
Sebastian, FL 32958

ARTICLE V – INITIAL MEMBERS

The following individuals shall be the initial members of the Company, subject to their rights and obligations set forth in the Operating Agreement of the Company:

Timothy A. Fox
Maureen K. Fox

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining member, provided there are at least two remaining members.

ARTICLE VIII – MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company who will serve until the first annual meeting or until their successors are elected and qualify are:

NAME

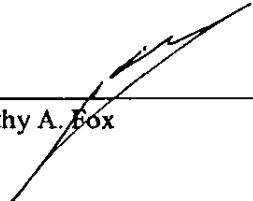
Timothy A. Fox

ADDRESS

9611 North U.S. Highway 1, Suite 309
Sebastian, FL 32958

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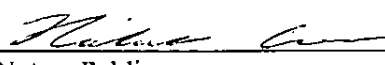
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Sebastian, Florida, on the 8th day of April, 2008.



Timothy A. Fox

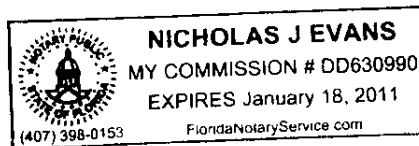
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 8th day of April, 2008, by Timothy A. Fox, known to me or who produced Florida Driver License as identification.



Notary Public

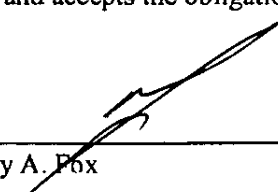
My commission expires: Jan. 18, 2011



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ACCEPTANCE OF REGISTERED AGENT

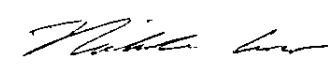
The undersigned, being the person named in the Articles of Organization of FOX PROPERTIES #2 LLC, hereby consents to accept services of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties and is familiar with and accepts the obligations of the position of registered agent.



Timothy A. Fox

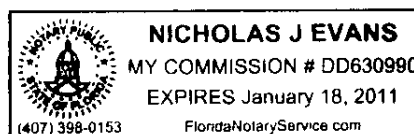
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

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Notary Public

My commission expires: Jan. 18, 2011



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