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FLORIDA/FOREIGN LIMITED LIABILITY CO.

TAMPA REAL-ESTATE MANAGING AND HOLDING II LLC

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|-----------------------|----------|
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S. HAWKES

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**ARTICLES OF ORGANIZATION
OF
TAMPA REAL-ESTATE MANAGING AND HOLDING II LLC**

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ARTICLE I

NAME

The name of this limited liability company is **TAMPA REAL-ESTATE MANAGING AND HOLDING II LLC** (hereinafter "the Company").

ARTICLE II

ADDRESS

The mailing address and principal office is c/o Mitchell S. Polansky, P.A., 999 Brickell Avenue, Suite 600, Miami, FL 33131.

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 shall be perpetual.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Mitchell S. Polansky, Esq.
Mitchell S. Polansky, P.A.
999 Brickell Avenue, Suite 600
Miami, FL 33131

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ARTICLE V

PURPOSE

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

ORGANIZER

The name and street and mailing address of the person signing these Articles as Organizer is:

Mitchell S. Polansky, Esq.
Mitchell S. Polansky, P.A.
999 Brickell Avenue, Suite 600
Miami, FL 33131

ARTICLE VII

MANAGEMENT

The Company will be managed by three (3) managers and is, therefore, a member-managed company. The following shall be the initial managers:

Shuli Solang Abergel

Offer Chachar

Shlomo Baranovski

ARTICLE VIII

AUTHORITY AND AUTHORITY AND RIGHTS OF THE MANAGERS

All rights to manage the affairs of the Company shall be vested in the Managers of the Company. The Managers shall have full power and authority to do, execute and perform every act necessary on behalf of the Company, including, but not limited to, the authority and right to perform the following actions:

- i) To purchase, sell, convey, mortgage or transfer any real property (or rights therein) owned in whole or in part by the Company.

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- ii) To lend money, encumber real property and perform any other actions, deemed necessary and in the best interest of the Company.
- iii) To borrow money and issue evidences of indebtedness necessary, convenient, or incidental to the accomplishment of the purposes of the Company, and secure the same by mortgage, pledge, or other lien on any Company assets.
- iv) Make any investment or acquire by purchase, lease, or otherwise, any real or personal property ("Investment") which may be necessary, convenient, or incidental.
- v) Make any expenditure deemed necessary, convenient or incidental to the accomplishment of the Company, in the Manager's sole discretion.
- vi) Execute, in furtherance of any or all of the purposes of the Company, any warranty deed, lease, mortgage, deed of trust, mortgage note, promissory note, bill of sale, contract, or other instrument purporting to purchase, acquire, convey or encumber any or all of the Company assets or real property.
- vii) Prepay in whole or in part, refinance, recast, increase, modify, or extend any liabilities affecting the assets of the Company and in connection therewith execute any extensions or renewals of encumbrances on any or all of such assets.
- viii) Care for and distribute the funds of the Company by way of cash income, return of capital, or otherwise.
- ix) To legally bind the Company.
- x) Institute, prosecute, defend, settle, compromise, and dismiss lawsuits or other judicial or administrative proceedings brought on or in behalf of, or against, the Company, and to engage counsel or others in connection therewith.

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.



Mitchell S. Polansky, Esq.

ORGANIZER

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 30 day of June 2009.



Mitchell S. Polansky

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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Mitchell S. Polansky, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 30 day of June 2009.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Mercedes R. Mijenas
Commission #DD741774
Expires: DEC. 13, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

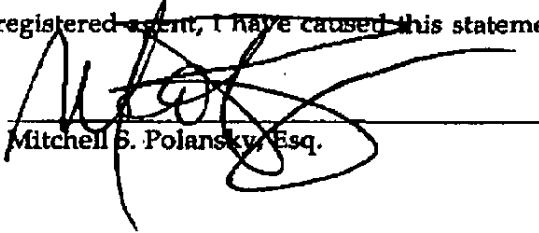
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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of TAMPA REAL-ESTATE MANAGING AND HOLDING II LLC named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 30 day of June 2009.



Mitchell S. Polansky, Esq.

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