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**FLORIDA/FOREIGN LIMITED LIABILITY CO.
FRANKEL ESTATE HOMES XI, LLC**

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**ARTICLES OF ORGANIZATION OF
FRANKEL ESTATE HOMES XI, LLC**
a Florida limited liability company

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company is: FRANKEL ESTATE HOMES XI, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is: 1200 Clint Moore Road, Suite #15, Boca Raton, Florida 33487.

ARTICLE III - Duration:

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV - Purpose:

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE V - Management:

The limited liability company is to be managed by a manager and the name and address of the initial manager is: Lawrence Frankel, 1200 Clint Moore Road, Suite #15, Boca Raton, Florida 33487.

ARTICLE VI - Members' Rights to Continue Business:

The remaining member(s) of the limited liability company is/are hereby given the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

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ARTICLE VII - Registered Agent:

The name and street address of the initial Registered Agent is David G. Murray, 1401 East Broward Boulevard, Suite 200, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned authorized representative of the limited liability company has executed these Articles of Organization this 15th day of February, 2010.



Lawrence Frankel, Manager

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of FRANKEL ESTATE HOMES XI, LLC, a Florida limited liability company (the "Company"), in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15th day of February, 2010.


David G. Murray, Registered Agent

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