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PREMIER HALL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 028467 8690A

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 346.25

ORDER DATE : July 23, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 028467

CUSTOMER NO: 8690A

800001902248

CUSTOMER: Alan B. Schneider, Esq
BEDZOW KORN & KAN, P.A.

P. O. Box 8020

Hallandale, FL 33008

DOMESTIC FILING

NAME: HACIENDA CONDOS, L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 23 AM 11:33

RECEIVED
95 JUL 23 PM 12:12
DIVISION OF CORPORATIONS
7/24/96

**ARTICLES OF ORGANIZATION
OF
HACIENDA CONDOS, L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 AM 11:33

The undersigned initial member of HACIENDA CONDOS, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: HACIENDA CONDOS, L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

Post Office Box 8020
Hallandale, Florida 33008

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

307 South 21st Avenue
Hollywood, Florida 33020

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be.

GARY A. KORN, ESQ.
BEDZOW, KORN & KAN, P.A.
20803 Biscayne Boulevard
Suite 200
Aventura, Florida 33180
(305) 935-6888

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company shall be managed by managers. The name and address of the initial managers are set forth below. The initial managers shall serve as manager until the first annual meeting of members or until their successors are elected and qualify.

Initial Managers:	Address:
HARVEY BIRDMAN	307 South 21st Avenue Hollywood, Florida 33020
DIANE BIRDMAN	307 South 21st Avenue Hollywood, Florida 33020
LOUIS BIRDMAN	307 South 21st Avenue Hollywood, Florida 33020
HERBERT HIRSCH	307 South 21st Avenue Hollywood, Florida 33020

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by

the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of organization as of this ____ day of July, 1996.

INITIAL MEMBER:

A large, stylized handwritten signature in black ink, appearing to read 'HB' or similar, written over a horizontal line.

HARVEY BIRDMAN

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer or authorized representative of the initial member of HACIENDA CONDOS, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$1,000.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$9,000.00

4. There have been no contributions to the Company made by the members other than cash contributions.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer or authorized representative of the initial member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: July __, 1996

INITIAL MEMBER:


HARVEY BIRDMAN

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this __ day of July, 1996, by HARVEY BIRDMAN, Affiant, who is personally known to me or has produced _____ as identification, and who did take an oath.

My Commission Expires:

Notary Public, State of Florida
Print Name: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


96 JUL 23 AM 11:33

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida
Limited Liability Company Act:

Having been appointed registered agent of HACIENDA CONDOS,
L.C. in its Articles of Organization, at the place designated in such
Articles of Organization, the undersigned hereby agrees to act in
this capacity and affirms that it is familiar with, and accepts, the
obligations of such position.

Dated: July __, 1996



GARY A. KORN