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TO: DIVISION OF CORPORATIONS

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
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NAME: PLAT BOOK 59 CORAL SPRINGS, L.C.

AUDIT NUMBER.....H96000012025

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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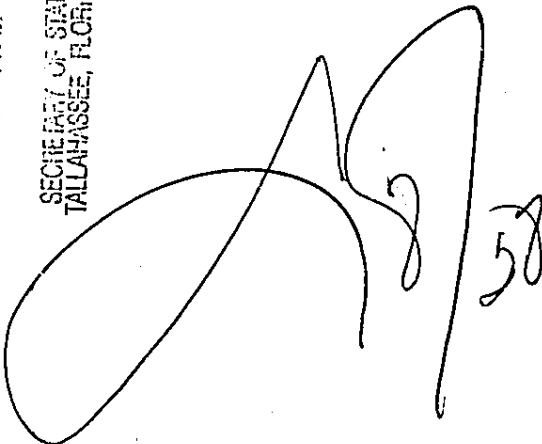
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**ARTICLES OF ORGANIZATION OF
PLAT BOOK 59 CORAL SPRINGS, L.C.**

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The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is Plat Book 59 Coral Springs, L.C.
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business.** The address of its principal place of business is 39 Stevenson Street, Suite 1300, San Francisco, California, 94105.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Lee Manne, 5750 N.W. 15th Street, Margate, Florida, 33063.
6. **Capitalization.** The capital contributions of the Members, having an agreed value totaling \$100.00, when contributed, shall be allocated as follows:

Stephen Beyer	\$33.33
Steven Payne	\$33.34
Lee Manne	\$33.33

Prepared by: Scott H. Margol, Esq., FL Bar #0522848
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7. **Admission of Additional Member.** Additional Members will be admitted only upon the consent of the Manager or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
9. **Management.** The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Manager who shall have exclusive authority to act for the limited liability company in all matters. The name and address of the Manager of the Company is Steven Payne, 39 Stevenson Street, Suite 1300, San Francisco, California, 94105.

DATED this 21 day of August, 1996.
Steven Payne, Member and Manager

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for Plat Book 59 Coral Springs, L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 27th day of August, 1996.



Lee Manne

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of Plat Book 89 Coral Springs, L.C. deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total amount of cash contributed by the Members is \$100.00; and
3. The Members have not contributed any property other than cash.


Steven Payne, Member and Manager

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