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MENDOZA, CALLAS & SCHILLING

ATTORNEYS AT LAW

SIXTH FLOOR • PLAZA CENTER WEST

251 ROYAL PALM WAY

P. O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III
CHRISTOPHER J. SCHILLING

TELEPHONE (561) 659-1111
FAX (561) 659-4009

May 26, 1998

VIA FEDEX

900002537839--0

-05/28/98-01005-003

****337.50 ****337.50

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

RE: 888 South Ocean L.C.
Our File No. 3051.12

Gentlemen:

Enclosed herewith to be filed with your office,
please find the Articles of Organization and Resident
Agent form for the captioned entity. Also enclosed
herewith please find a check in the amount of \$337.50 to
defray the costs set forth below:

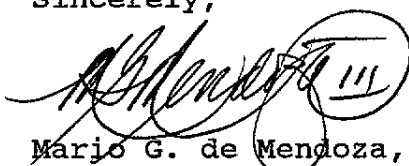
Filing Fee	\$250.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Organization	\$ 52.50
TOTAL:	<u>\$337.50</u>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -2 PM 3:59

For your convenience in returning to me a certified
copy of the Articles of Organization, I have enclosed
herewith a photocopy of the same.

Thank you for your cooperation in this matter.

Sincerely,



Mario G. de Mendoza, III

MGMIII/dw
Enclosures

Name	MGA
Availability	MGA
Document Examiner	MGA
Updater	MGA
Updater Verifier	MGA
Acknowledgement	MGA
W. P. Verifier	MGA

561



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 28, 1998

MARIO G. DE MENDOZA, III
SIXTH FLOOR, PLAZA CENTER WEST
251 ROYAL PALM WAY
PALM BEACH, FL 33480

SUBJECT: 888 SOUTH OCEAN L.C.
Ref. Number: W98000012183

We have received your document for 888 SOUTH OCEAN L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 598A00029989

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -2 PM 3:59

MGMIII/dw
3051.12
5/8/98
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -2 PM 3:59

888 SOUTH OCEAN L.C.
ARTICLES OF ORGANIZATION

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company is "888 SOUTH OCEAN L.C."

ARTICLE II - PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be from the date of filing these Articles of Organization with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Limited Liability Company pursuant to the provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

The purpose for which the Limited Liability Company is organized is to acquire residential property to be held for investment and lease, as well as to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The ^{mailing} address and the ^{principal} place of business in Florida for the Limited Liability Company is: c/o Mendoza, Callas & Schilling, 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Mario G. de Mendoza, III, Esquire, Mendoza, Callas & Schilling, 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480.

ARTICLE VI - MEMBERS

The names and mailing addresses of the members of the Limited Liability Company are:

Philip J. Romano
3901 Euclid
Dallas, Texas 75205

Lillie T. Romano
3901 Euclid
Dallas, Texas 75205

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DIVISION OF CORPORATIONS
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ARTICLE VII - CAPITAL CONTRIBUTIONS

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Thousand and no/100 Dollars (\$1,000.00) in cash and no other property is being contributed to the Limited Liability Company at this time.

ARTICLE VIII - ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

ARTICLE IX - ADDITIONAL MEMBERS

Members may be admitted to the Limited Liability Company only upon the unanimous agreement of the then existing members.

ARTICLE X - CONTINUITY OF BUSINESS

Upon 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, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the written consent of all the remaining members of the Limited Liability Company.

ARTICLE XI - MANAGEMENT

The Limited Liability Company is to be managed by a manager. The name and address of the person who is to serve as the manager of the Limited Liability Company until the first annual meeting of members or until his successor is elected and qualified is: Philip

J. Romano, 3901 Euclid, Dallas, Texas 75205.

These Articles of Organization were executed this 12 day of May, 1998.



PHILIP J. ROMANO, MEMBER

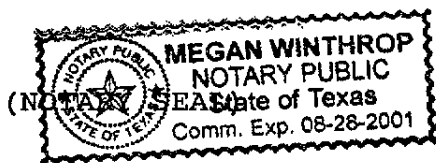


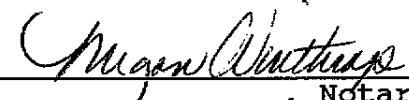
LILLIE T. ROMANO, MEMBER

STATE OF TEXAS
COUNTY OF DALLAS

On this 12 day of May, 1998, before me personally appeared PHILIP J. ROMANO, member of 888 SOUTH OCEAN L.C., a Florida Limited Liability Company to be formed, to me known to be the person who executed the foregoing, and who acknowledged before me that he executed the same for the purposes expressed therein. He is X personally known to me, OR _____ presented _____ as identification, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

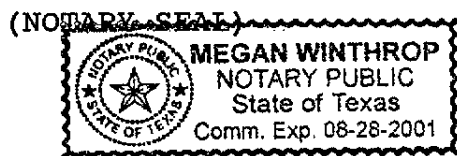


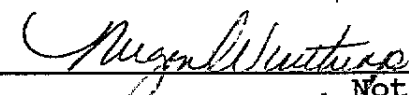

_____, Notary Public
Commission No.: _____
Commission expires: _____

STATE OF TEXAS
COUNTY OF DALLAS

On this 14 day of May, 1998, before me personally appeared LILLIE T. ROMANO, member of 888 SOUTH OCEAN L.C., a Florida Limited Liability Company to be formed, to me known to be the person who executed the foregoing, and who acknowledged before me that she executed the same for the purposes expressed therein. She is X personally known to me, OR _____ presented _____ as identification, and she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.





_____, Notary Public
Commission No.: _____
Commission expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, 888 SOUTH OCEAN L.C. desiring to organize under the laws of the State of Florida with its principal office located in the Town of Palm Beach, Florida, County of Palm Beach, State of Florida, has named MARIO G. de MENDOZA, III, ESQ., whose address is Mendoza, Callas & Schilling, 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for 888 SOUTH OCEAN L.C., a Florida Limited Liability Company at the place designated in this Certificate, I hereby accept to act in this capacity. I am familiar with and agree to accept the obligations of the position of registered agent and comply with the provisions of the laws of the State of Florida relative to keeping open said office.



MARIO G. de MENDOZA, III, ESQ.
Date: 5/26/98