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C T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

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CARF Realty 1998, L.L.C.

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THANKS
JOEY

**ARTICLES OF ORGANIZATION
OF
CARF REALTY 1998, L.L.C.**

I, the undersigned natural person, competent to contract, hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

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ARTICLE 1.

NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company shall be CARF Realty 1998, L.L.C.

ARTICLE 2.

PERIOD OF DURATION

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by the member.

ARTICLE 3.

PURPOSE

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the initial business office of the Company is 3950 RCA Blvd. Suite 5001, Palm Beach Gardens, Florida 33410, and the name and address of the initial registered agent of the Company is CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324. The Company shall have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

ARTICLE 5.

INVESTMENT IN COMPANY

The total amount of cash to be contributed to the Company upon its formation is One Thousand Dollars (\$1,000), which is to be contributed by the member of the Company. No property other than cash shall be contributed initially.

ARTICLE 6.

ADDITIONAL MEMBERS

Additional members may not be admitted to the Company.

ARTICLE 7.

CONTINUATION OF BUSINESS

The remaining members, if any, of the Company shall not have the right to continue the business of the Company upon the bankruptcy or receivership of any member.

ARTICLE 8.

MANAGEMENT

Management of the Company is reserved to its sole member, which shall serve as the manager of this Company. The sole member of the Company may hire a manager or managers in accordance with the Regulations. The sole member and manager of this Company is Capital Asset Research Funding 1998-A LP, a Delaware limited partnership, whose address is 3950 RCA Boulevard, Suite 5001, Palm Beach Gardens, Florida 33410.

ARTICLE 9.

INDEMNIFICATION OF MEMBER AND MANAGER

The Company shall indemnify and save harmless the sole member of the Company to the full extent permitted under Florida Statutes Section 608.4363, as amended from time to time.

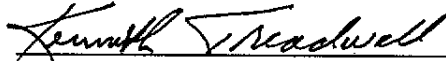
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ARTICLE 10.

SUBSTITUTION OF MEMBERS

The interest of the sole member of the Company may not be transferred or assigned to third parties.

In witness of the foregoing, I have hereunto set my hand this 8th day of January, 1999.


Kenneth Treadwell, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally came and appeared Kenneth Treadwell.

WITNESS my hand and official seal in the County and State last aforesaid, this 8th day of January, 1999.


Notary Public, State of Florida at Large



Sharon L Wood
My Commission CC758306
Expires September 12, 2002

Personally known XX

or Produced Identification _____

Type of Identification Produced _____

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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 608, Florida Statutes, the following is submitted, in compliance with said Act:

That CARF Realty 1998, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, has named CT Corporation System, 1200 S. Pine Island Road, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

CT Corporation System

By: *Connie Bryan*

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

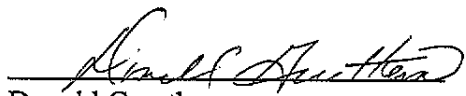
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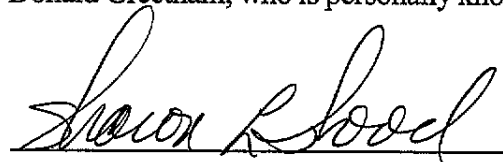
STATE OF FLORIDA
COUNTY OF PALM BEACH


Before me, a Notary Public duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally came and appeared Donald Greetham, who being by me first duly sworn, deposed and stated:

- 1. I am a Vice President of Capital Asset Research Funding 1998-A, Inc., the general partner of Capital Asset Research Funding 1998-A LP, the sole member of CARF Realty 1998, L.L.C., a Florida limited liability company in formation (the "Limited Liability Company").
- 2. The Limited Liability Company has one member.
- 3. The total amount of cash contributed by the member as of the date hereof is One Thousand Dollars (\$1,000).
- 4. The agreed value of property other than cash contributed by the sole member is \$0.00, and no property other than cash is anticipated to be contributed by the members.
- 5. The total amount of cash anticipated to be contributed to the Limited Liability Company by the sole member is One Thousand Dollars (\$1,000) . This total includes the amounts set forth in paragraphs 3 and 4 above.


Donald Greetham

Sworn to and subscribed before me by Donald Greetham, who is personally known to me the 8th day of January, 1999.


Notary Public, State of Florida at Large

 Sharon L Wood
My Commission CC758306
Expires September 12, 2002

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