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LAW OFFICE  
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December 24, 1998

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Secretary of State  
Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Equity Real Estate, L. L.C.

Dear Sir:

Enclosed please find two original copies of the Articles of Organization with the Affidavit of Membership and Contributions as executed by Musa Holdings, Inc., a member of Equity Real Estate, L. L.C. and the Certificate of Designation and Acceptance of Registered Agent executed by Charles D. Barnett. Also enclosed is a check in the amount of \$346.25 for the filing fees.

Please file the Articles and return one of the copies thereof to me together with your Certificate.

Thank you for your assistance. If you have any questions regarding this matter, please let me know.

Sincerely yours,

Charles D. Barnett

Enclosure

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION OF  
EQUITY REAL ESTATE, L.L.C.

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, do establish:

1. **Name.** The name of the limited liability company is EQUITY REAL ESTATE, L.L.C. (the "Company").

2. **Principal Place of Business.** The mailing address and the street address of the Company's principal place of business is 3701 South Congress Avenue, Lake Worth, FL 33461.

3. **Duration.** The period of duration of the Company is thirty years from the date of filing hereof with the Florida Secretary of State, unless sooner dissolved as provided by statute.

4. **Management.** The business of the Company shall be conducted under the management of its members and the name and address of the managing member is Musa Holdings, Inc., 3701 South Congress Avenue, Lake Worth, Florida.

5. **Registered Agent and Office.** The name of the Company's registered agent, whose Consent to Appointment as Registered Agent accompanies these Articles, is Charles D. Barnett and the address of the registered office is 500 Australian Avenue South, Suite 800, West Palm Beach, Florida 33401.

6. **Additional Liability of Members.** No additional capital contributions of the members will be required.

7. **Admission of Additional Members.** Additional Members will be admitted only with the unanimous consent of all members entitled to participate in management and upon such 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.

DATED this 1 day of JANUARY, 1999.

MUSA HOLDINGS, INC.

By: 

Print Name: MASSIMO MUSA

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

Having been named Registered Agent and designated to accept service of process for the above stated limited liability company, at the address designated herein pursuant to the provisions of section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and 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, and I am familiar with and accept the obligations of my position as registered agent.

Date: December 24, 1998

Charles D. Barnett  
CHARLES D. BARNETT

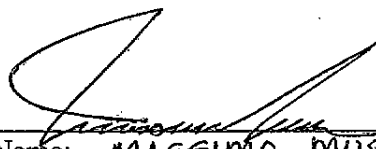
### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Equity Real Estate, L.L.C. deposes and says:

- 1) The above named limited liability company has at least one member.
- 2) The total amount of cash contribute by the members is \$1,000
- 3) If any, the agreed value of property other than cash contributed by the members is \$ - 0 -
- 4) The amount of cash or property anticipated to be contributed by the members is \$1,000  
This total includes amounts from 2 and 3 above.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

MUSA HOLDINGS, INC.

By:   
Print Name: MASSIMO MUSA