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LIMITED LIABILITY COMPANY

Ritz Beachfront Resort, L.L.C.

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

RITZ BEACHFRONT RESORT, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 767 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is: PAUL B. STEINBERG of 767 Arthur Godfrey Road, Miami Beach, Florida 33140. The manager shall serve until the first annual meeting of the members or until his successor is elected and qualified.

ARTICLE V - Admission of Additional Members:

Additional members may be admitted only on the unanimous written consent of the existing members and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VI - Members Rights to Continue Business:

The remaining members of the company have the right to continue the business on 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 of

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PAUL B. STEINBERG
Florida Bar # 077847

STEINBERG & YAFFE, P.A., 767 Arthur Godfrey Road, Miami Beach, Florida 33140
(305) 538-2344/Dade Fax (305) 538-0419

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RITZ BEACHFRONT RESORT, L.L.C.
Articles of Organization
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the company. The business may be continued only upon written consent of the majority of the remaining members.

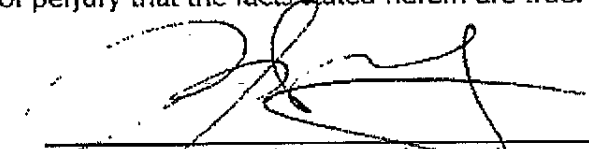
ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of RITZ BEACHFRONT RESORT, L.L.C., certifies:

- (1) The above named limited liability company has at least one member;
- (2) The total amount of cash contributed by the member(s) is \$1,000.00 (One Thousand Dollars);
- (3) If any, the agreed value of property other than cash contributed by member(s) is \$0.00 (Zero Dollars); and
- (4) The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,000.00 (One Thousand Dollars).

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In accordance with section 604.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Signature of Member or Authorized Representative of a Member

PAUL B. STEINBERG

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CERTIFICATE OF DESIGNATION

OF


REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is RITZ BEACHFRONT RESORT, L.L.C.
2. The name and the Florida street address of the registered agent is Robert H. Yaffe, 767 Arthur Godfrey Road, Miami Beach, Florida 33140.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



ROBERT H. YAFFE