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DAVIS | DEVINE | GOODMAN & WELLS

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 23 PM 12:02

February 22, 1999

VIA OVERNIGHT COURIER

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002784516--7
-02/23/99--01055--012
****285.00 ****285.00

Re: Eastern Real Estate Partners, L.L.C.

Dear Sir or Madam:


Please find enclosed for filing (i) the Articles of Organization of Eastern Real Estate Partners, L.L.C. and (ii) the certificate designating its registered agent. I have also enclosed a check payable to the Florida Department of State in the amount of \$285.00 for your filing fees (\$250.00 for articles of organization and \$35.00 for the registered agent designation).

Please call me if you have any questions about these matters. Thank you for your assistance.

Very truly yours,


John W. Devine

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

**Articles of Organization
of
Eastern Real Estate Partners, L.L.C.**

The undersigned member hereby forms a limited liability company under the laws of the
State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is:

Eastern Real Estate Partners, L.L.C.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

The term of existence of the Company shall be for a period of fifty (50) years from the filing
date of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

1110 Brickell Avenue, Suite M-100
Miami, Florida 33131

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

1110 Brickell Avenue, Suite M-100
Miami, Florida 33131

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the
State of Florida shall be:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 23 PM 12:02

Davis Devine Goodman & Wells, P.A.
777 Brickell Avenue, Suite 980
Miami, Florida 33131

ARTICLE VI. MEMBERS

The members shall be entitled to admit additional members as provided in the Regulations. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with Articles of Organization and Regulations of the Company then in existence.

ARTICLE VII. DISSOLUTION OF COMPANY

Pursuant to Section 608.441, Florida Statutes, the Company shall not terminate or dissolve upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member but shall continue until otherwise terminated and dissolved as provided in the Regulations. In accordance therewith, the members of the Company agree to take such further actions as any of them deems necessary to effectuate the foregoing sentence and continue the existence of the Company.

ARTICLE VIII. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as the manager until the first annual meeting of members or until his successor is elected and qualified.

The initial manager is:

John W. Devine
777 Brickell Avenue, Suite 980
Miami, Florida 33131

ARTICLE IX. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations and Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 22nd day of February, 1999.

MEMBER:



Authorized Representative


**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Statutes:

Having been appointed registered agent of Eastern Real Estate Partners, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Davis Devine Goodman & Wells, P.A.

By: _____


John W. Devine, President

Dated: February 22, 1999

DAVIS | DEVINE | GOODMAN & WELLS

777 Brickell Avenue
Suite 980
Miami, Florida 33131
Ph 305.374.8200
Fx 305.374.8208
Web www.davisdevine.com

Date: February 26, 1999

Send to: Michelle Hodges Fx. (850) 410-1015 Ph. (850) 487-6967

Total Pages Including Cover Sheet: 2

Originator: John W. Devine Tel: 305.372.8600 x 13

Special Message:

Mihelle – Pursuant to your conversation with my Secretary, Gisela, please find attached the revised Affidavit of Capital Contributions of Eastern Real Estate Partners, L.L.C. Please file these Articles today, if possible. Thanks for your help.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage. Thank you.

XX Original Held in File

Client/Matter No.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to F.S. 608.408(3), the undersigned member of Eastern Real Estat Partners, L.L.C., a Florida limited liability company, herein referred to as the "Company", who, upon being duly sworn, certifies the following:

1. The Company has at least one member.
2. The total amount of cash contributed by the members is \$100,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$0.00
4. The total amount of cash or property anticipated to be contributed by the members is \$100,000.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Dated: February 22, 1999

Member:



Authorized Representative