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April 12, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahssee, Fla. 32314

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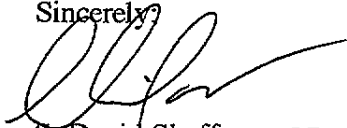
Re: Articles of Incorporation for Bomar Apartments, L.L.C.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Organization for Bomar Apartments, L.L.C., along with the original Affidavit of Membership & Contributions and Certificate of Designation of Registered Agent. Also enclosed please find my check for \$346.25. Please return a Certified Copy of the enclosed Articles along with a Certificate of Status in the enclosed self-addressed and stamped envelope.

If you have any questions or comments, please contact me.

Sincerely,



S. David Sheffman, J.D., LL.B.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION

OF

BOMAR APARTMENTS, L.L.C.

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1 NAME:

The name of the Company is: **BOMAR APARTMENTS, L.L.C.**

2. MAILING AND STREET ADDRESS OF COMPANY:

The mailing and street address of the place of business in Florida the Company is:

c/o Cyrus S. West
1111 Lincoln Road, Suite 800
Miami Beach, FL 33139

3. PERIOD OF DURATION:

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

4. MANAGEMENT:

The Company is to be managed by a Managing Member or Managing Members. The name and address of such Managing Member who is to serve as Managing Member until the first annual meeting of members or until his or her successors are elected and qualified is:

Cyrus S. West
1111 Lincoln Road
Suite 800
Miami Beach, FL 33139

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5. ADMISSION OF ADDITIONAL MEMBERS:

Pursuant to Section 608-4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

6. PURPOSE:

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

7. REGISTERED AGENT AND ADDRESS:

The name and address of the initial registered agent in Florida for the Company is:

Cyrus S. West
1111 Lincoln Road Suite 800
Miami Beach, FL 33139

8. CONTINUITY OF BUSINESS:

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

9. RIGHT OF ASSIGNEE TO BECOME A MEMBER:

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing, the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. 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 or operating if any, then in existence.

11. AMENDMENT TO ARTICLES OF ORGANIZATION:

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

12. REGULATIONS:

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company In attendance at a meeting of the members duly called at

Articles of Organization
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which a quorum exists, or by written consent of the members of the Company.

13. **AUTHORIZED REPRESENTATIVE:**

The name and address of the authorized Representative signing these Articles is:

Cyrus S. West
1111 Lincoln Road
Suite 800
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these
Articles of Organization this 9TH day of APRIL, 1999.

CYRUS S. WEST

Authorized Representative

Printed Name of Witness

MARTHA DILIBERTO

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

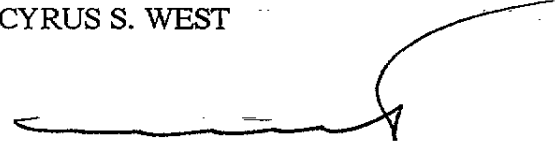
PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is BOMAR APARTMENTS, LLC.
2. The name and address of the registered agent and office is:

Cyrus S. West
1111 Lincoln Road, Suite 800
Miami Beach, FL 33139

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.

CYRUS S. WEST



Registered Agent

Dated 4/9/99

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **BOMAR APARTMENTS, L.L.C.** deposes and says.

1. The above-named Limited Liability Company has at least one (1) member.
2. The total amount of cash contributed by the members is FIFTY THOUSAND (\$50,000-00) DOLLARS.
3. If any, the agreed value of the property other than cash contributed by members is ZERO (\$ 0) DOLLARS. A description of the property is attached and made a part hereof and attached as Exhibit "A"
4. The total amount of cash or property anticipated to be contributed by members is FIFTY THOUSAND (\$50,000-00) DOLLARS. This total includes amounts from numbers 2 and 3 above.

CYRUS S. WEST

Authorized Representative

STATE OF FLORIDA) SS:

COUNTY OF DADE)

ON THIS 7 day of April, 1999, before me personally appeared CYRUS S. WEST, the Authorized Representative of BOMAR APARTMENTS, L.L.C., a Florida Limited Li Company to be formed, who is personally known to me to be the individual described in and who executed the foregoing or who has produced _____ as identification, and he/she acknowledged before me that he/she executed the same for the purposes expressed therein.

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

Freda C. Breece
NOTARY PUBLIC, State of Florida

My Commission Expires:

