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From: Account Name : GREENSPOON MARDER HIRSCHFELD RAKKIN ROSS & BERGER,
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LIMITED LIABILITY COMPANY

PIVO FT. MYERS SHORES, L.L.C.

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NO. 442 P. 2/5
AUDIT NO.: H99000013075

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is Pivo Ft. Myers Shores, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue until December 31, 2050.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Michael Ross, Esq., 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a manager or managers and the name and address of the initial manager who is to serve as manager is:

Alan R. Pivo:	9171 Wilshire Blvd.
	Suite 530
	Beverly Hills, CA 90210

Gragory J. Blodig, Esq.
Greenspoon, Marder et al.
100 W. Cypress Creek Rd., #700
Ft. Lauderdale, FL 33309
954-491-1120
Fla. Bar. #274062

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Ben D. Pivo:

5015 Jardin
Laguna Hills, CA 92653

ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon obtaining the prior written consent of the Manager(s) of this Limited Liability Company.

ARTICLE VII - Members' Rights to Continue Business:

The remaining members of the Limited Liability Company shall 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 in the Limited Liability Company.

Whereof, the undersigned member has executed these Articles the 25 day of May, 1999.

Pivo Properties, Ltd., a California limited
partnership, as authorized Member

By:



Alan R. Pivo, its General Partner

By:



Ben D. Pivo, its General Partner

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**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:

Pivo Ft. Myers Shores, L.L.C.

2. The name and address of the registered agent and office is:


Michael S. Ross, Esq.,
Greenspoon, Marder, Hirschfeld,
Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road, Suite 700
Ft. Lauderdale, FL 33309

Pivo Properties, Ltd., a California limited
partnership, as authorized Member

By:


Alan R. Pivo, its General Partner

By:


Ben D. Pivo, its General Partner

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.


Michael S. Ross, Esq.

May 25, 1999
(Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Pivo Ft. Myers Shores, L.L.C. deposes and says:

- (1) the above Limited Liability Company has at least one member
- (2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- (3) if any, the agreed value of property other than cash
contributed by member(s) is \$ -0-
A description of the property is attached and made
a part hereto.
- (4) the amount of cash or property anticipated to be
contributed by member(s) is \$ 2,499,000.00
- (5) the total amount of 2, 3, and 4 is \$2,500,000.00

Pivo Properties, Ltd., a California limited
partnership, as authorized Member

By:


Alan R. Pivo, its General Partner

By:


Ben D. Pivo, its General Partner

Signature of a member or authorized representative of a member.
(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.)