

Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

Arvilla Apartments, L.C.

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ARTICLES OF ORGANIZATION
OF
ARVILLA APARTMENTS, 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, does hereby establish the following:

1. Name. The name of the limited liability company is Arvilla Apartments, L.C.
2. Duration. The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute or as set forth in the Regulations.
3. Purpose. This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. Principal Office. The address of its principal office is 1300 Collins Avenue, Miami Beach, Florida 33139.
5. Mailing Address. The mailing address of the limited liability company is 1300 Collins Avenue, Miami Beach, Florida 33139.
6. Registered Agent and Office. The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Melvyn Schlessler, 1300 Collins Avenue, Miami Beach, Florida 33139.
7. Admission of Additional Members. Additional Member(s) will be admitted only upon such other terms as are agreed to by unanimous vote of the Members.
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, as set forth in the Regulations.

Prepared by: Mark F. Grant, Esq., FL Bar #281881
Raden McClosky, et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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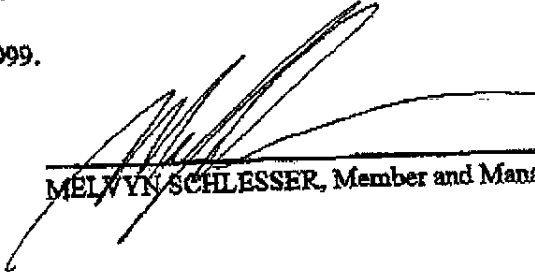
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9. Management. The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Manager who shall have exclusive authority to act for the Company in all matters and who shall be elected annually by the members in the manner prescribed by the Regulations. The name and address of the initial Manager of the Company is Melvyn Schlessler, 1300 Collins Avenue, Miami Beach, Florida 33139.

DATED this 22nd day of June, 1999.


MELVYN SCHLESSER, Member and Manager

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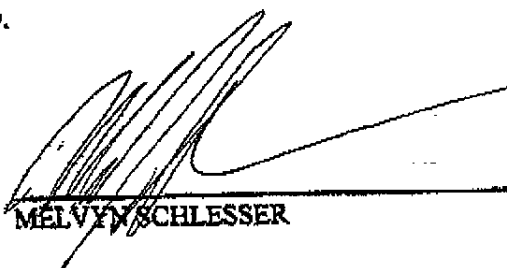
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CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for ARVILLA APARTMENTS, L.C., at the place designated herein, and being familiar with the obligations of such position, I hereby 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.

DATED this 22nd day of June, 1999.



MELVYN SCHLESSER

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of ARVILLA APARTMENTS, L.C. deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total amount of cash contributed by the Members is \$ 250,000;
3. There is no additional amount currently anticipated to be contributed by the Members.


MELVIN SCHLESSER, Member and Manager

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