

Division of Corporations

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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

BEL AIR ONE L.L.C.

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**ARTICLES OF ORGANIZATION
OF
BEL AIR ONE L.L.C.**

Pursuant to the provisions of Sections 608.407 and 608.411 of the Florida Business Organizations Act, the undersigned Limited Liability Company hereby adopts the following Articles of Organization:

ARTICLE I

The name of this Limited Liability Company shall be: Bel Air One L.L.C.

ARTICLE II

This Limited Liability Company shall exist for a period of fifty (50) years from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the Members or as provided by statute.

ARTICLE III

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

The place of business and the mailing address of this Limited Liability Company shall be One Grove Isle, Coconut Grove, Florida 33133 or such other place or places as the Members from time to time may determine.

*Donald E. Kubit, Esq.
Fowler, White, Burnett, Hurley,
Banick & Strickroot, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131
ph: (305) 789-9200
Florida Bar No. 193056*

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ARTICLE V

The initial amount of capital contributions (including cash and a description of the agreed fair market value of property) is \$10,000, which will be contributed by the Member. Additional contributions will be made at such times and in such amounts as may be agreed by the Member.

ARTICLE VI

The Limited Liability Company will be managed by its Member. The name and address of the Member who is the Manager is:

Realprop Capital Corp.
One Grove Isle
Coconut Grove, Florida 33133

ARTICLE VII

The Members reserve the right to admit additional Members on the unanimous agreement of the Members as to the admission of, the consideration to be paid by, and the rights and privileges of such new Members, and subject to the terms and conditions of the Limited Liability Company's Regulations.

ARTICLE VIII

The Members shall have the right to continue the Limited Liability Company and its name and its business notwithstanding the death, 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 provided that either a) all the remaining Members consent in writing thereto, or b) at least two remaining Members consent in writing thereto, which consents, in either case, shall be obtained within 90 days after the death, bankruptcy, or dissolution of a Member or the occurrence of the event which terminates the continued membership of a Member in the Limited Liability Company.

ARTICLE IX

Except as provided in the Regulations, a Member's interest in the Limited Liability Company is not subject to transfer or assignment.

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ARTICLE X

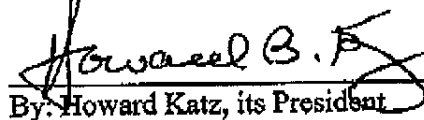
These Articles may be amended only by a unanimous vote of the Members.

ARTICLE XII

The street address of the Limited Liability Company's registered office is 100 S.E. Second Street, 17th Floor, Miami, Florida 33131. The name of the current registered agent at such office is Fred K. Lickstein.

IN WITNESS WHEREOF, THE UNDERSIGNED SOLE MEMBER OF THE LIMITED LIABILITY COMPANY, BY AND THROUGH ITS DULY AUTHORIZED PRESIDENT, HAS EXECUTED THESE ARTICLES OF ORGANIZATION.

Realprop Capital Corp., a Florida corporation


By: Howard Katz, its President


STATE OF NEW YORK)

COUNTY OF NY)

ss.

Before me personally appeared HOWARD KATZ, in his capacity as President of Realprop Capital Corp., a Florida corporation, the sole Member of Bel Air One, L.L.C., who produced DR. LICENSE as identification or who is known to me to be the person who executed the foregoing Articles of Organization.

In witness whereof, I have hereunto set my hand and seal this 24 day of June, 1999.

 [SEAL]
Notary Public, State of New York
My Commission Expires: June 15, 2001

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DEBRA MCCARRON
NOTARY PUBLIC, State of New York
No. 01MC4890860
Qualified in Orange County
Cert. Filed in New York County
Commission Expires June 15, 2001

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**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

Having been named as registered agent for the above-named Limited Liability Company at the place designated in these Articles of Organization, 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.


Fred K. Lickstein

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

BEFORE ME, the undersigned authority personally appeared Howard Katz, as President of Realprop Capital Corp., the sole Member of Bel Air One L.L.C., a Florida Limited Liability Company, who, upon being duly sworn, deposes and says as follows:

1. The above-named Limited Liability company has one member.
2. The total amount of cash contributed by the member is \$10,000.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The amount of cash or property anticipated to be contributed by the members is \$0.
5. The total amount of items 2, 3 and 4 is \$10,000.

FURTHER AFFIANT SAYETH NAUGHT.

Member: Realprop Capital Corp.

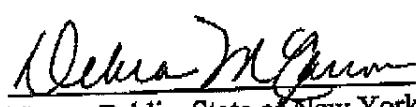
By:


Howard Katz, President

STATE OF NEW YORK)
) ss
COUNTY OF NY)

SWORN AND SUBSCRIBED to before me, the undersigned authority, on this 24 day of June, 1999 by Howard Katz, in his capacity as President of Realprop Capital Corp., a Florida corporation, the sole member of Bel Air One L.L.C., who is personally known to me, or who produced DR-LIC as identification.

WITNESS my hand and official seal the date aforesaid.


Notary Public, State of New York
My Commission Expires: June 15, 2001

[SEAL]

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DEBRA MCGARRON
NOTARY PUBLIC, State of New York
Qualified in Orange County
Cert. Filed in New York County
Commission Expires June 15, 2001