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July 2, 1999

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****337.50 ****337.50

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

Re: Clinton Communities, L.L.C.

Dear Sir or Madam:

Enclosed are duplicate originals of the Articles of, including the Organization for Clinton Communities, L.L.C., including the acceptance of the registered agent and the affidavit.

Also enclosed is a check for \$337.50 for the filing fee, designation of the registered agent, and a certified copy. Please return the copy to me.

Yours truly,

Martin Shapiro
Martin Shapiro

99 JUL -6 AM 8:40

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF
CLINTON COMMUNITIES, L.L.C.

ARTICLE I

Name

The name of the limited liability company ("Company") is Clinton Communities, L.L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 3225 Aviation Avenue, Suite 700, Miami, Florida 33133.

ARTICLE III

Duration

The period of duration for the Company is perpetual.

ARTICLE IV

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Randy E. Rieger, whose address is 3225 Aviation Avenue, Suite 700, Miami, Florida 33133.

ARTICLE IV

Management

The Company is to be managed by a manager. The initial manager will serve until the first annual meeting of the members or until his successor(s) is elected and qualifies. The initial manager is Randy E. Rieger, whose address is 3225 Aviation Avenue, Suite 700, Miami, Florida 33133.

ARTICLE VI

Admission of New Members

Members of the Company have the right to admit new members.

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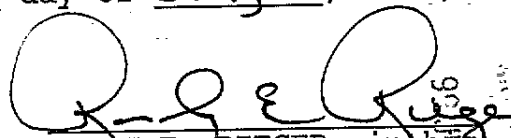
Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VII

Continuation of the Business

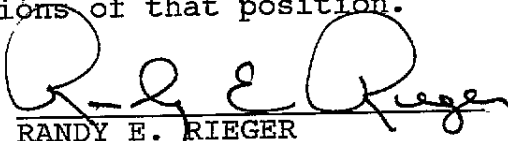
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Company. The business may be continued only upon the written consent of a majority of the remaining members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 1 day of July, 1999, at Miami, Florida.


RANDY E. RIEGER, in his
capacity as a Member of
Clinton Communities, L.L.C.

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

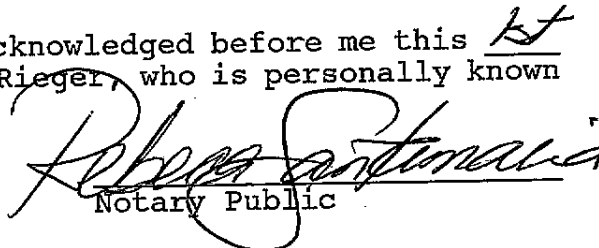
The undersigned hereby accepts the designation as resident agent of Clinton Communities, L.L.C., and further states that he is familiar with, and accepts, the obligations of that position.


RANDY E. RIEGER

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 1st day of July, 1999 by Randy E. Rieger, who is personally known to me and who did not take an oath.


Notary Public



Rebeca Santamaria
Commission # CC 799693
Expires DEC. 28, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

A F F I D A V I T

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

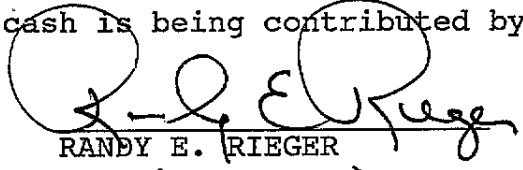
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared RANDY E. RIEGER, who, after being first duly sworn, deposes and says:

1. That affiant is a member of the limited liability company named Clinton Communities, L.L.C.

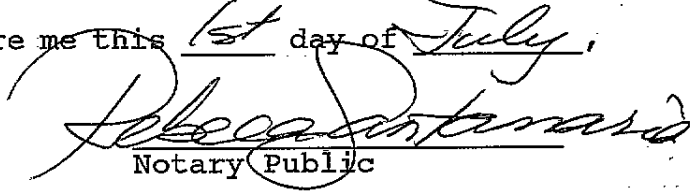
2. That Clinton Communities, L.L.C. has at least one member.

3. That the amount of cash to be contributed by the members of Clinton Communities, L.L.C. is \$100.00.

4. That no property other than cash is being contributed by the members.


RANDY E. RIEGER

SWORN TO AND SUBSCRIBED before me this 1st day of July,
1999.


Notary Public



Rebeca Santamaria
Commission # CC 799693
Expires DEC. 28, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

99 JUL -6 AM 8:40

FILED
CLERK OF STATE
MRS.