

Division of Corporations

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Florida Department of State

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LIMITED LIABILITY COMPANY

RESERVE PLACE, L.L.C.

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ARTICLES OF ORGANIZATION

OF

RESERVE PLACE, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be RESERVE PLACE, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 664 South Military Trail, Deerfield Beach, Florida 33442.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The

Brian A. Hart
Florida Bar No. 259632
Thomson Muraro Razook & Hart, P.A.
One Southeast Third Avenue
17th Floor
Miami, Florida 33131
(305) 350-7200

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Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Brian A. Hart, Thomson Muraro Razook & Hart, P.A., SunTrust International Center, 17th Floor, One Southeast Third Avenue, Miami, Florida 33131.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer their interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of their interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved in the event of 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 Company, unless all of the remaining members consent to continue the business of the Company.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the member in accordance with regulations adopted by the member for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member of the Company is:

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NAME	ADDRESS
Gerald F. Blake, Ltd.	664 South Military Trail Deerfield Beach, Florida 33442

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Deerfield Beach, Florida, for the foregoing uses and purposes this 15th day of July, 1999.

GERALD F. BLAKE, LTD.

By:

Gerald F. Blake
Gerald F. Blake, General
Partner

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 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: RESERVE PLACE, L.L.C.

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

Brian A. Hart
Thomson Muraro Razook & Hart, P.A.
17th Floor
One Southeast Third Avenue
Miami, Florida 33131.

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.



Brian A. Hart

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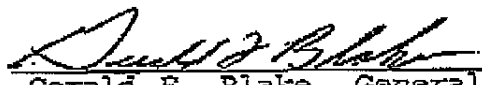
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The undersigned member or authorized representative of a member of RESERVE PLACE, L.L.C., a Florida limited liability company (the "Company"), certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the member is \$1,000
3. if any, the agreed value of property other than cash contributed by the member is (a description of the property is attached and made a part hereto) -0-
4. the total amount of cash and property contributed and anticipated to be contributed by member is \$1,000

Date: July 15, 1999.

GERALD F. BLAKE, LTD.

By: 
Gerald F. Blake, General Partner

(In accordance with Section 602.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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THOMSON MURARO

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July SWORN TO AND SUBSCRIBED before me this 15th day of
1999, by Gerald F. Blake, as the General Partner of
GERALD F. BLAKE, LTD. who is personally known to me.

My commission expires: 8/13/2001



TERESA A. DUNNING
COMMISSION # CC 671564
EXPIRES AUG 13, 2001
BONDED BY
ATLANTIC BONDING CO., INC.

Teresa A. Dunning

Notary Public - State of Florida

Teresa A. Dunning

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