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LIMITED LIABILITY COMPANY

St. Lucie Boulevard, L.C.

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**ARTICLES OF ORGANIZATION
OF
ST. LUCIE BOULEVARD, 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 make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be ST. LUCIE BOULEVARD, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 1702 S.W. Bayshore Blvd., Pt. St. Lucie, Florida 34984.

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 be perpetual unless the Company is earlier dissolved as provided in the Company's Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Martin Schaffer, 13 Marlwood Lane, Palm Beach Gardens, FL 33418

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CASH CONTRIBUTIONS

Each member shall make additional cash contributions to the company only on the unanimous consent of all the members.

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FORMS/ARTICLES/ST. LUCIE BOULEVARD, L.C.
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as otherwise set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her 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 his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX - MANAGEMENT

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

NAME	ADDRESS
Martin Schaffer	13 Marlwood Lane Palm Beach Gardens, FL 33418
Eliezer Morginstin	98 Northern Parkway West Plainview, NY 11803

IN WITNESS WHEREOF, the undersigned members of St. Lucie Boulevard, L.C. hereby executes these Articles of Organization on this 2nd day of August, 1999.


Martin Schaffer, Member

Eliezer Morginstin, Member

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as otherwise set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her 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 his or her interest, approve of the proposed transfer by unanimous written consent.

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NAME	ADDRESS
Martin Schaffer	13 Marlwood Lane Palm Beach Gardens, FL 33418
Eliezer Morginstin	98 Northern Parkway West Plainview, NY 11803

IN WITNESS WHEREOF, the undersigned members of St. Lucie Boulevard, L.C. hereby executes these Articles of Organization on this _____ day of August, 1998.

Martin Schaffer, Member



Eliezer Morginstin, Member

FORMS/ARTICLES/ST. LUCIE BOULEVARD, L.C.
2067.09/8/2/99/11:00 a.m.

AUG-02-1999 16:02

SHAPIRO & ADAMS

561 691 0066 P.05
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AUG-02-1999 13:05

SHAPIRO & ADAMS

561 691 0066 P.04

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 2nd day of
August, 1999 by Martin Schaffer.

Personally Known X OR Produced Identification _____
Type of Identification Produced _____



Vicki L. Murray
My Commission CC000002
Expires February 02, 2001

Vicki L. Murray
Notary Public, State of Florida
Vicki L. Murray

Print, Type or Stamp
Commissioned Name of Notary Public

STATE OF _____
COUNTY OF _____

Sworn to (or affirmed) and subscribed before me this _____ day of
August, 1999 by Eliezar Morginstin.

Personally Known _____ OR Produced Identification _____
Type of Identification Produced _____

Notary Public, State of Florida

Print, Type or Stamp
Commissioned Name of Notary Public

STATE OF FLORIDA
COUNTY OF PALM BEACHSworn to (or affirmed) and subscribed before me this _____ day of
August, 1999 by Martin Schaffer.Personally Known _____ OR Produced Identification _____
Type of Identification Produced __________
Notary Public, State of Florida_____
Print, Type or Stamp
Commissioned Name of Notary PublicSTATE OF New York
COUNTY OF NASSAUSworn to (or affirmed) and subscribed before me this 2nd day of
August, 1999 by Eliezer Morginstin.Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____Lee Ellis
Notary Public, State of Florida New York
Lee Ellis
Print, Type or Stamp
Commissioned Name of Notary PublicLee Ellis
Notary Public, State of New York
No. 01424018283
Qualified in Nassau County
Commission Expires July 18, 2001
8/2/99

AUG-02-1999 16:03

SHAPIRO & ADAMS

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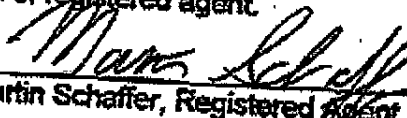
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SHAPIRO & ADAMS

561 691 0066 P.05

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of ST. LUCIE BOULEVARD, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.


Martin Schaffer, Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 2nd day of August, 1999, by Martin Schaffer, as Registered Agent.


Notary Public, State of Florida

Vicki L. Murray
Print, Type or Stamp
Commissioned Name of Notary Public



Vicki L. Murray
My Commission 00020992
Expires February 12, 2001

FORMS/ARTICLES/ST. LUCIE BOULEVARD, L.C.
2067.09/3/2/99/11:00 a.m.

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561 288 2097 P.04/05

SHAPIRO & ADAMS

561 691 0066 P.05

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of
ST. LUCIE BOULEVARD, L.C., deposes and says:

1. The above named liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$200.00.
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 total amount of cash or property anticipated to be contributed by member(s) is \$200.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: 8/2/99

Martin Schaffer


Eliezer Morginstin

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this _____ day of
August, 1999 by Martin Schaffer.

Personally Known _____ OR Produced Identification _____
Type of Identification Produced _____

Notary Public, State of Florida

Print, Type or Stamp
Commissioned Name of Notary Public


TOTAL P.05

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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4. The total amount of cash or property anticipated to be contributed by member(s) is \$200.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: 8-2-99
Martin SchafferElezer MorginstinSTATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 2nd day of
August, 1999 by Martin Schaffer.

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____


Notary Public, State of FloridaVicki L. Murray
Print, Type or Stamp

Commissioned Name of Notary Public

Vicki L. Murray
My Commission C0620852
Expires February 12, 2001FORMS/ARTICLES/ST. LUCIE BOULEVARD, L.C.
2067.09/8/2/99/11:00 a.m.H99000019083 7
S61 288 2897 P.05/05

STERLING MORTGAGE

AUG-02-1999 15:37

STATE OF New York
COUNTY OF NASSAUSworn to (or affirmed) and subscribed before me this 2nd day of
August, 1999 by Eliezer Morginstin.Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____Lee Ellis
Notary Public, State of Florida
Lee Ellis
Print, Type or Stamp
Commissioned Name of Notary PublicLee Ellis
Notary Public, State of New York
No. 07815815283
Qualified in Nassau County
Commission Expires July 13, 2001
8/2/99FORMS/ARTICLES/ST. LUCIE BOULEVARD, L.C.
2067.09/8/2/99/11:00 a.m.

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