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Division of Corporations
Marvin Kirsner, Esq.
Greenberg Traurig, P.A.
2255 Glades Road, Suite 419A
Boca Raton, FL 33431
(561) 912-3220
Florida Bar #729108

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From: Account Name : GREENBERG TRAUIG (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 650-7900
Fax Number : (561) 655-6222
Boca Fax - (561) 994-2898

Client Charge - 22775.00/200

LIMITED LIABILITY COMPANY
CRYSTAL KEY APARTMENTS AT ORMOND BEACH LLC

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Marvin Kirsner, Esq.
Greenberg Traurig, P.A.
2255 Glades Road, Suite 419A
Boca Raton, FL 33431
(561) 912-3200
Florida Bar #348163

**ARTICLES OF ORGANIZATION
OF
CRYSTAL KEY APARTMENTS AT ORMOND BEACH LLC**

ARTICLE I - Name

The name of the Limited Liability Company is CRYSTAL KEY APARTMENTS AT ORMOND BEACH LLC (the "Company").

ARTICLE II - Duration

The Company shall exist until December 31, 2050, unless sooner dissolved in accordance with Florida law.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company is c/o Morton Group, Inc., 902 Clint Moore Road, Suite 124, Boca Raton, FL 33487.

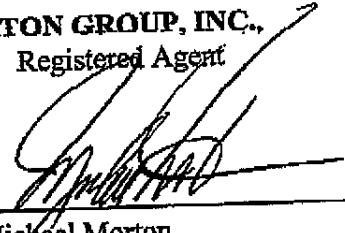
ARTICLE IV - Registered Agent and Office

The street address of the Corporation's initial registered office is 902 Clint Moore Road, Suite 124, Boca Raton, FL 33487, and the name of its initial registered agent at such office is Morton Group, Inc.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CRYSTAL KEY APARTMENTS AT ORMOND BEACH, L.L.C. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

MORTON GROUP, INC.,
Registered Agent

By: 
Michael Morton
President

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ARTICLE V - Admission of Additional Members

The members may admit additional members and the terms and condition of the admissions shall be as provided in the Regulations of the Company and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members' Rights to Continue Business

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, the business of the Company shall continue so long as there exists one member able to continue the business of the Company.

ARTICLE VII - Management

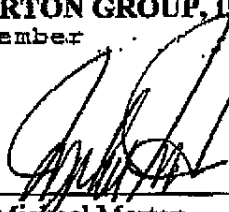
The daily, usual course of business of the Company will be managed by its manager (the "Manager"). The members reserve the general management of the Company to themselves, and therefore certain major decisions outside the daily, usual course of the Company's business will require the consent of John J. Boyle, or his successors or assigns. The name and address of the Manager who is to serve is as follows:

Morton Group, Inc.
902 Clint Moore Road
Suite 124
Boca Raton, FL 33487

The Company is a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 23rd day of December, 1999.

MORTON GROUP, INC.,
Member

By: 
Michael Morton
President

Dated: December 23, 1999.