

**ARTICLES OF ORGANIZATION
FOR COLORADO LIMITED LIABILITY COMPANY
BROMLEY EQUITIES, L.L.C.**

The undersigned, a natural person of at least 18 years of age, acting as organizer, hereby forms a limited liability company by virtue of the Colorado Limited Liability Company Act, and adopts the following Articles of Organization for such limited liability company.

ARTICLE I
Name

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The name of the limited liability company is Bromley Equities, L.L.C.

ARTICLE II
Principal Place of Business

The principal place of business of the limited liability company is 6200 South Syracuse Way, Suite 430, Englewood, Colorado 80111.

ARTICLE III
Duration

This limited liability company shall dissolve and terminate thirty (30) years from the date of filing the Articles of Organization with the Secretary of State.

ARTICLE IV
Effective Date

Bromley Equities, L.L.C. shall be effective on filing of its Articles of Organization.

ARTICLE V
Registered Agent

The registered agent of this limited liability company in this state is Robert A. Lembke. The business address of the registered agent is 6200 South Syracuse Way, Suite 430, Englewood, Colorado 80111.

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ARTICLE VI
Initial Managers

The names and business addresses of the initial managers who are to serve as managers until the first annual meeting of the members or until their successors are elected and qualified are:

Name	Address
Robert A. Lembke	6200 South Syracuse Way, Suite 430 Englewood, CO 80111

ARTICLE VII
Members

There will be at least two members of this limited liability company upon formation.

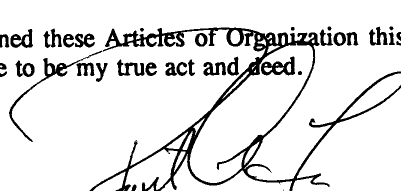
ARTICLE VIII
Purposes

The purposes for which this limited liability company is formed are: real estate investment and to engage in any business that a partnership with limited partners may lawfully conduct.

ARTICLE IX
Right to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which may terminate the continued membership of a member ("Dissolution Event") in the limited liability company, the business of the limited liability company may be continued so long as there are at least two remaining members and all members consent to the continuation of business. The managers of the limited liability company shall call a special meeting of members within 90 days after the Dissolution Event for purposes of determining whether the business should be continued.

IN WITNESS WHEREOF, I have signed these Articles of Organization this 15 day of June, 1994, and I acknowledge the same to be my true act and deed.



Robert A. Lembke, Organizer

STATE OF COLORADO)
)ss.
COUNTY OF ARAPAHOE)

The foregoing Articles of Organization were signed and sworn to by Robert A. Lembke, as Organizer, who affirmed, under penalty of perjury, that the facts stated herein are true, on this 1st day of June, 1994.

Witness my hand and official seal.

My Commission Expires: 7/27/94

MARCEY K. ANDERSON
Notary Public State of Colorado



Notary Public