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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

Barbara 305-448-5898

LIMITED LIABILITY COMPANY

lime tree bay resort, LLC.

Certificate of Status	0
Certified Copy	0
Page Count	03
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I-Name:

The name of the Limited Liability Company is:

LIME TREE BAY RESORT, L.L.C.

ARTICLE II- Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

105 Curlew Road
Manalapan, Florida 33462

ARTICLE -III-

Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

THOMAS G. SHERMAN, P.A.
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

**ARTICLE IV
PURPOSE**

The limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

**ARTICLE V
VOTING**

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company as adjusted from time to time, to properly reflect any additional contributions or withdrawals of capital by the members.

**ARTICLE VI-
Management (Check box if applicable)**

 The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

 X The Limited Liability Company is to be managed by its members and is, therefore, a member-managed company. The Managing Member shall be Victor Bubnow.

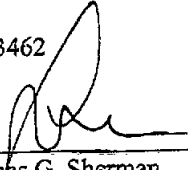
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**ARTICLE VII
MEMBERS**

The Members of the Limited Liability Company are:

1) VICTOR BUBNOW
105 Curlew Road
Manalapan, Florida 33462

2) MONIQUE BUBNOW
105 Curlew Road
Manalapan, Florida 33462



Print Name: Thomas G. Sherman
Authorized Representative of a Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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 as provided for in chapter 608, F.S.



THOMAS G. SHERMAN, P.A.
REGISTERED AGENT'S SIGNATURE