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

From: Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305)810-2542
Fax Number : (305)810-2460

SECRETARY OF STATE
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LIMITED LIABILITY COMPANY

Boucher Brothers Crandon Beach, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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DIVISION OF CORPORATION

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6-10-03

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**ARTICLES OF ORGANIZATION
OF
BOUCHER BROTHERS CRANDON BEACH, LLC**

ARTICLE I - NAME

The name of the limited liability company is Boucher Brothers Crandon Beach, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2301 Collins Avenue, Suite M-106, Miami Beach, Florida 33139.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the registered agent of the Company is Abigail C. Watts-FitzGerald. The Florida street address of the registered agent of the Company is c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VI
MANAGEMENT**

The Company is to be manager managed.

**ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS**

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement.

**ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS**

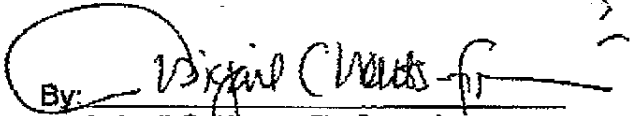
If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued

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ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of Boucher Brothers Crandon Beach, LLC has executed these Articles of Organization as of June 9, 2003.

By: 

Abigail C. Watts-FitzGerald, as
authorized representative of the
Members

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

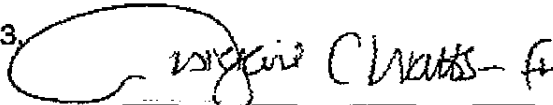
WITNESSETH:

That Boucher Brothers Crandon Beach, LLC desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 9th day of June, 2003.



Abigail C. Watts-FitzGerald
Registered Agent

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AND
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