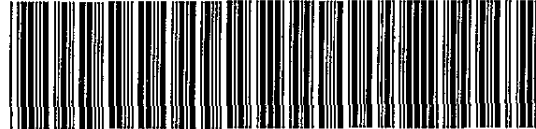


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HADLEIGH HOWD °

° MEMBER OF THE FLORIDA BAR
• MEMBER OF THE FLORIDA BAR, AND
WASHINGTON, D.C., BAR

• MEMBER OF THE FLORIDA BAR
WASHINGTON, D.C. BAR, AND
CONNECTICUT BAR
♦ MEMBER OF THE CONNECTICUT BAR

February 25, 2004

VIA FEDEX

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Blue Water II, LLC**, a Florida limited liability company

Dear Sir/Madam:

Enclosed please find an original and duplicate copy of the Articles of Organization of the above-referenced proposed limited liability company.

Your assistance is requested in filing the Articles of Organization; and obtaining a Certified Copy of same. Please forward to this office in the enclosed FedEx envelope, for our files.

A check is also enclosed to cover the \$125.00 filing fee and \$30.00 certified copy fee, for a total of \$155.00.

Thank you for your assistance in this matter.

Sincerely,

SAAVEDRA, PELOSI, GOODWIN & HERMANN

Damaso W. Saavedra, Esq.

DWS/lrb
Enclosures

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ARTICLES OF ORGANIZATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida limited liability company is: BLUE WATER II, LLC

Article II. Address

The Company's street and mailing address is:
701 N.W. 19th Street, Suite 100
Fort Lauderdale, Florida 33311

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Damaso W. Saavedra, Esq.
Saavedra, Pelosi, Goodwin & Hermann
312 S.E. 17th Street, Second Floor
Fort Lauderdale, Florida 33316

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article V. Management

This will be a manager-managed company. The name and address of each manager is:

Miceal J. O'Leary
701 N.W. 19th Street, Suite 100
Fort Lauderdale, Florida 33311

Prakash Patel
701 N.W. 19th Street, Suite 100
Fort Lauderdale, Florida 33311

Damaso W. Saavedra
312 S.E. 17th Street, 2nd Floor
Fort Lauderdale, Florida 33316

Damaso W. Saavedra, Esq.
Saavedra, Pelosi, Goodwin & Hermann
312 S.E. 17th Street, 2nd Floor
Ft. Lauderdale, Florida 33316
(954) 767-6333

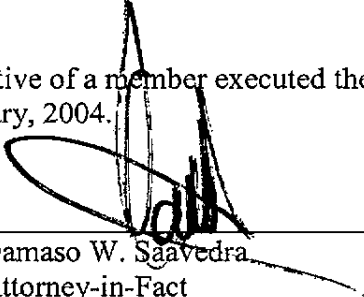
Article VI. Company Existence

The Company's existence shall begin effective the date when these Articles of Organization are received in the office of the Secretary of State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative of a member executed these Articles of Organization this 24 day of February, 2004.



Damaso W. Saavedra
Attorney-in-Fact

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for BLUE WATER II, LLC, a Florida limited liability company, in the foregoing Articles of Organization of Blue Water II, LLC, I hereby agree to act in that capacity, and, on behalf of the Company, to accept service of process for the Company and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Damaso W. Saavedra, Esq.

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Damaso W. Saavedra, Esq.
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