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**Florida Department of State
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TALLAHASSEE, FLORIDA**

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Courtside Properties of Palm Beach, LLC

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**ARTICLES OF ORGANIZATION
OF
COURTSIDE PROPERTIES OF PALM BEACH, LLC
a Florida limited liability company**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I
Name

The name of the Limited Liability Company is **COURTSIDE PROPERTIES OF PALM BEACH, LLC**.

ARTICLE II
Address

The mailing and street address of the Company's principal office is c/o Robert F. Perrin, 353 S. US Highway One, Jupiter, Florida 33477

ARTICLE III
Purpose and Powers

The general purpose for which the Company is organized is to operate a bed and breakfast and such other business as may be determined by the members. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

Robert F. Perrin shall be the sole member of the Company until such time as he may, in his discretion, elect one or more other persons as members on such terms and conditions as he may determine.

ARTICLE IV
Duration

The period of duration for the company is perpetual, beginning on the date the Articles of Organization are filed by the Florida Department of State, unless the Company is earlier dissolved as provided in the Articles of Organization.

ARTICLE V
Registered Agent and Office

The name of the Company's registered agent in Florida is Robert F. Perrin. The address of the Company's registered agent in Florida is 353 S. US Highway One, Jupiter, Florida 33477

ARTICLE VI
Management

The Company is to be managed by Robert F. Perrin as manager and is a member-managed company.

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ARTICLE VII
Termination of Existence

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The Company may be dissolved at any time by the managing member. The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event that terminates the continued membership of a member provided that there is then at least one remaining member.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has made and executed these Articles of Organization on this 27th day of June, 2005.



Robert F. Perrin

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered agent/registered office, in the State of Florida:

OFFICE OF STATE TALLAHASSEE, FLORIDA

1. The name of the limited liability company is **COURTSIDE PROPERTIES OF PALM BEACH, LLC**
2. The name and address of the registered agent and office is Robert F. Perrin, 353 S. US Highway One, Jupiter, Florida 33477

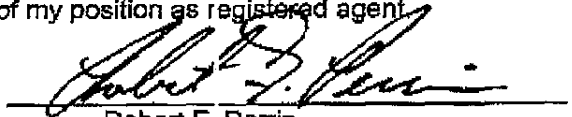
Dated: June 27, 2005



Robert F. Perrin, Managing Member

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: June 27, 2005



Robert F. Perrin