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Florida Department of State
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From:
Account Name : COX & NICI
Account Number : I20000000223
Phone : (239) 254-0706
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

SAND CASLTES GROUP, LLC

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**ARTICLES OF ORGANIZATION OF
SAND CASTLES GROUP, LLC**

ARTICLE I
NAME

The name of this Limited Liability Company is SAND CASTLES GROUP, LLC (the "Company").

ARTICLE II
DURATION

The period of duration for the Company is perpetual.

ARTICLE III
ADDRESS

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

2187 Trade Center Way #3
Naples, FL 34109

ARTICLE IV
REGISTERED OFFICE AND AGENT

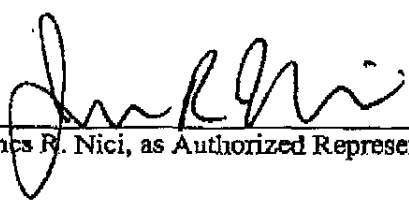
The initial registered office of this Company shall be c/o Cox & Nici, 1185 Immokalee Road, Suite 110, Naples, Florida 34110, and its initial registered agent at such office shall be James R. Nici.

ARTICLE V
MANAGEMENT

The Company is to be a Manager-Managed company and the name and address of the elected Managers who shall serve as Managers until the first annual meeting or until their successors are chosen are:

Richard W. Spieth	Edward J. Hernandez	Martin Dowling
3303 Cerrito Ct.	6485 Plumosa Ave.	4059 Los Altos Ct.
Naples, FL 34109	Ft. Myers, FL 33908	Naples, FL 34109

Dated this 2 day of February, 2006.


James R. Nici, as Authorized Representative

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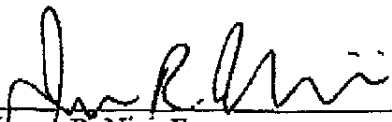
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

- 1. The name of the Company is SAND CASTLES GROUP, LLC
- 2. The name and address of the registered agent and office is:

James R. Nici, Esq.
 c/o Cox & Nici
 1185 Immokalee Road, Suite 110
 Naples, Florida 34110

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, Florida Statutes.

Dated: February 2, 2006

By: 
 James R. Nici, Esq.
 Initial Registered Agent

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