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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 982614 10463A

AUTHORIZATION :

Spudleman

COST LIMIT : \$ 155.00

ORDER DATE : April 12, 2006

ORDER TIME : 4:21 PM

ORDER NO. : 982614-005

CUSTOMER NO: 10463A

DOMESTIC FILING

NAME: COHEN WATERSIDE, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: _____

ARTICLES
OF ORGANIZATION OF
COHEN WATERSIDE, LLC

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is COHEN WATERSIDE, LLC.

ARTICLE II

This limited liability company shall have perpetual existence from the **DATE OF FILING**, of these Articles of Organization with the Department of State, unless sooner terminated as provided in the Operating Agreement executed or to be executed by the members..

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is FRED C. COHEN, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

ARTICLE V

The management of this limited liability company shall be vested in a member or members and is, therefore, a member-managed company.

ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the members as described in the Operating Agreement.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this _____ day of April, 2006.


FRED C. COHEN, Managing Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 APR 13 AM 8:02

APPROVED
AND
FILED

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

That **COHEN WATERSIDE, LLC**, a Florida Limited liability company, with its registered office at 712 U.S. Highway One, Ste 400, North Palm Beach, Florida 33408, has named **FRED C. COHEN**, at the same address, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

By: 

FRED C. COHEN,
Registered Agent

06 APR 13 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED