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FLORIDA/FOREIGN LIMITED LIABILITY CO.

2644 Falmouth, LLC

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EXAMINER  
9/4/2008

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ARTICLES OF ORGANIZATION

OF

2644 PALMOUTH, LLC

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

The name of this limited liability company is 2644 Palmouth, LLC ("Company")

ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The address of the place of business of the Company is 418 Iiwahi Loop, Kailua, HI 96734, and the name and address of the initial registered agent of the Company is Maurice Shams, 1015 Maitland Center Commons Blvd., Suite 110, Maitland, Florida 32751.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

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ARTICLE VII - ADMISSION OF MEMBERS

Members may be admitted from time to time upon the written consent of the Managing Director of the Company. The terms and conditions of such admissions shall be determined in accordance with the Operating Agreement.

ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

ARTICLE IX - MANAGEMENT OF THE COMPANY

Roberta Peters is the Manager or Managing Director of the Company. The general management of the Company shall be determined by the Members in accordance with the terms and provisions of the Operating Agreement.

ARTICLE X - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event under law that would terminate the limited liability company, unless all of the remaining members of this limited liability company consent in writing to continue the Company, or unless otherwise provided in these Articles of Organization or Operating Agreement entered into by the Members.

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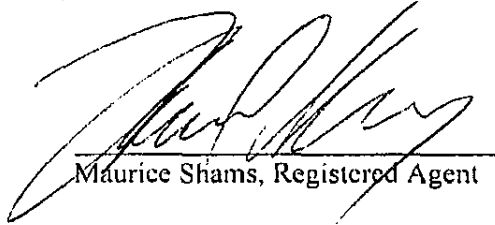
ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof without the prior written consent of the Managing Director unless otherwise provided in the Operating Agreement.

ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Registered Agent of the LLC executed these Articles of Organization effective as of Sept. 4, 2008.

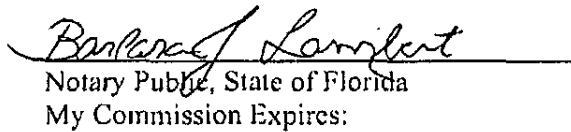
  
Maurice Shams, Registered Agent

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STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 4th day of Sept., 2008, by Maurice Shams, Registered Agent of the Company, who is personally known to me.



  
Notary Public, State of Florida  
My Commission Expires:

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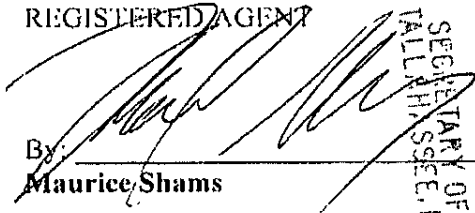
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**  
**FOR 2644 FALMOUTH, LLC**  
**A Florida Limited Liability Company**

Having been named as registered agent for **2644 Falmouth, LLC**, a Florida limited liability company (the "Company"), in the foregoing Articles of Organization, I, on behalf of the Company, hereby agree to accept service of process for said Company and to comply with any and all Statutes relative to the complete and property performance of the duties of registered agent.

REGISTERED AGENT

  
By: Maurice Shams

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