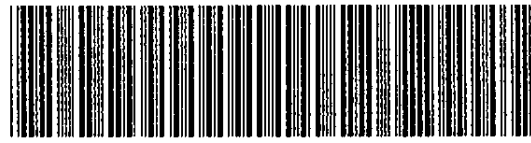


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K. SALY
EXAMINER
JAN 31 2011

COVER LETTER

TO: Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: DS Real Estate Investments, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

Mark W. Brandt, Esq.
(Name of Person)

Frazer, Hubbard, Brandt, Trask & Yacavone, LLP
(Firm/Company)

595 Main Street
(Address)

Dunedin, FL 34698
(City/State and Zip Code)

For further information concerning this matter, please call:

Mark W. Brandt, Esq. at (727-733-0494)
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name and Principal Place of Business:

The name of the Limited Liability Company is: DS Real Estate Investments, LLC and its principal office and mailing address shall be located at 18523 Gulf Boulevard, Indian Shores, Florida 33785, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II - Purposes and Powers:

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To provide ownership of real estate investments to be used for business and professional purposes.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III - Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

Article IV - Management

The Limited Liability Company is to be managed by one operating managers and is, therefore, a manager-managed company. The initial manager is:

Mary Beth DiCori
18523 Gulf Boulevard
Indian Shores, Florida 33785

Article V - Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Article VI - Capital Contributions

Capital contributions shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

Article VII - Profits and Losses

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to any equal distributive share of the profits or to the distributive share of the profits specified as follows:

Mary Beth DiCori - 100%

The distributive share of the profits shall be determined and paid to the members each year at the end of the limited liability company's tax year, which shall be December 31st.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these

sources are insufficient to cover such losses, by the members in equal shares.

Article VIII - Duration

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article IX - Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 18523 Gulf Boulevard, Indian Shores, Florida 33785 and the name of the company's initial registered agent at that address is Mary Beth DiCori.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of DC Real Estate Investments, LLC.

Dated: 1/25/11



Mary Beth DiCori

**STATEMENT DESIGNATING
REGISTERED AGENT AND OFFICE**

Pursuant to the provisions of 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is DS Real Estate Investments, LLC

The name of the registered agent for DS Real Estate Investments, LLC is Mary Beth DiCori and the street address of the Company's principal office where the agent is located is 18523 Gulf Boulevard, Indian Shores, Florida 33785.

This statement is to acknowledge that, as indicated above, DS Real Estate Investments, LLC has appointed me, Mary Beth DiCori as its registered agent to accept service of process for the Company at the place designated above in this certificate. I accept this 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.

1/25/11
Date

M DiCori
Mary Beth DiCori

COUNTY OF PINELLAS
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 25th day of January, 2011, by Mary Beth DiCori, on behalf of DS Real Estate Investments, LLC who is () personally known to me or () has produced _____ as identification.



[Signature]
Notary Public
My Commission Expires: