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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : SHAPIRO & ADAMS, P.A.
Account Number : I19990000101
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LIMITED LIABILITY COMPANY

Maitland Bay, L.C.

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**ARTICLES OF ORGANIZATION
OF
MAITLAND BAY, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Maitland Bay, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1597 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in the Company's Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Shapiro & Adams, P.A., 2401 PGA Boulevard, Suite 272, Palm Beach Gardens, FL 33410.

ARTICLE V - ADDITIONAL CASH CONTRIBUTIONS

Each member shall make additional cash contributions to the Company only on the unanimous consent of all of the members.

ARTICLE VI - ADMISSION OF NEW MEMBERS

Except as otherwise set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members

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of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VII – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE VIII – MANAGEMENT

The Company shall be managed by members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The Company will be managed by:

Martin Schaffer

13 Marlwood Lane
Palm Beach Gardens, FL 33418

Elizer Morginstin

98 Northern Parkway West
Plainview, NY 11803

IN WITNESS WHEREOF, the undersigned members of Maitland Bay, LC, hereby executes these Articles of Organization on this 1st day of February, 2000.

Shapiro & Adams, P.A.

By:

Robert Lee Shapiro, as Authorized
Representative of all Members

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 1st day of February, 2000 by Robert Lee Shapiro, President, Shapiro & Adams, P.A., as Authorized Representative of all Members, who is personally known X or produced Identification

Renee Ann Winslow
Notary Public, State of Florida

Print, Type or Stamp
Commissioned Name of Notary Public

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF ORGANIZATION**

The undersigned, being the person named in the Articles of Organization of Maitland Bay, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

~~SHAPIRO & ADAMS, P.A.~~


By:

Robert Lee Shapiro, President
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 1st day of February, 2000 by Robert Lee Shapiro, President, Shapiro & Adams, P.A., as Registered Agent, who is personally known X or produced identification.

Notary Public, State of Florida

Print, Type or Stamp  Renee Ann Winslow
Commission Expires August 23, 2000
Notary Public, State of Michigan

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