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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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LIMITED LIABILITY COMPANY

Fantasy of the Ocean, LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Fantasy of the Ocean, LLC

Article II. Address

The Company's street and mailing address is:
Fantasy of the Ocean, LLC
14411 Commerce Way
Suite 220
Miami Lakes FL 33016

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Robert Flavell
200 South Biscayne Boulevard
Suite 4600
Miami FL 33131-2310

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Robert Flavell | FL Bar Member 909203
Law Offices of Robert Flavell
200 South Biscayne Boulevard
Suite 4600
Miami FL 33131-2310
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Article V. Management

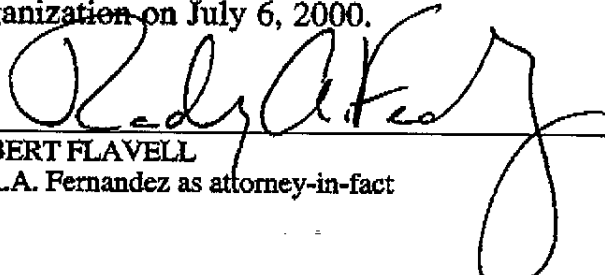
This will be a member-managed company. The name of each member is:

Robert A. Henderson, Jr.

Article VI. Company Existence

The Company's existence shall begin effective as of July 6, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on July 6, 2000.



ROBERT FLAVELL
by R.A. Fernandez as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Fantasy of the Ocean, LLC

REGISTERED AGENT/OFFICE:

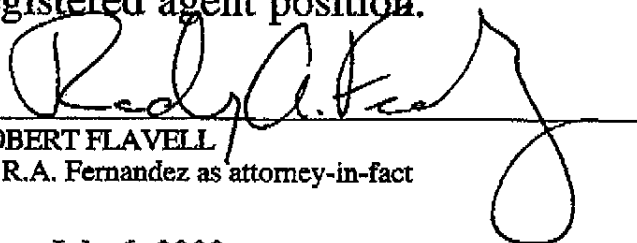
Robert Flavell

200 South Biscayne Boulevard

Suite 4600

Miami FL 33131-2310

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ROBERT FLAVELL
by R.A. Fernandez as attorney-in-fact

Date: July 6, 2000

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