

Division of Corporations

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Florida Department of State

Division of Corporations

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AL

LIMITED LIABILITY COMPANY

PABLO BEACH DEVELOPMENT GROUP, L.L.C.

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**ARTICLES OF ORGANIZATION
OF**

PABLO BEACH DEVELOPMENT GROUP, L.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 makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Pablo Beach Development Group, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing and street address of the principal office of the Company shall be 2409 Pine Island Court, Jacksonville, FL 32224.

ARTICLE III - PURPOSE

The purpose of the Company shall be to develop parcels of land for the further purpose of selling condominiums in Duval County, Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Fred Carlson, 2409 Pine Island Court, Jacksonville, FL 32224.

ARTICLE V - ADMISSION OF NEW MEMBERS

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 of the company or become a member unless all the other members 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 VI - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by

Prepared By: Carolyn Herman, Esq., 830 S. Third Street #104, Jacksonville Beach, Florida,
tel. no. (904) 247-9420, Florida Bar No. 976563.

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the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Frederick W. Carlson.

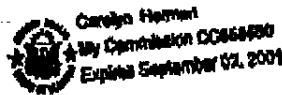
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Jacksonville, Duval County, Florida, on this 2 day of February, 2001


FREDERICK W. CARLSON
Organizing Member

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 5 day of February, 2001 by Frederick W. Carlson who is personally known to me.


Notary Public, State of Florida



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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under Section 608.415 of the Florida Statutes, Pablo Beach Development Group, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Pablo Beach Development Group, L.L.C..
2. The name and street address of the registered agent in Florida is:

Frederick W. Carlson
2409 Pine Island Court
Jacksonville, Florida 32224

The undersigned, being the person named in the articles of organization of Pablo Beach Development Group, L.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 agrees to act in this capacity. The undersigned further agrees to comply with provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of that position of registered agent.


Frederick W. Carlson
Registered Agent
Date: *February 5, 2001*

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