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ACCOUNT NO. : 072100000032

REFERENCE : 163049 80457A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 125.00

ORDER DATE : May 24, 2001

ORDER TIME : 4:08 PM

ORDER NO. : 163049-005

CUSTOMER NO: 80457A

CUSTOMER: Random R. Burnett, Esq
Black, Sims, Hubka, Burnett,
And Birch, L.l.p.
501 North Grandview Avenue

Daytona Beach, FL 32118

DOMESTIC FILING

NAME: MARTIN OCEAN WALK, LLC

EFFECTIVE DATE:

200004316392--0

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:

JB
5-25-01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 24 PM 4:41
TO AGING HOUSE
SUFFICIENCY OF FILING

AND
FILED
01 MAY 24 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MARTIN OCEAN WALK, LLC
A Florida Limited Liability Company

ARTICLE 1

NAME. The name of this Limited Liability Company is: Martin Ocean Walk, LLC.

ARTICLE 2

DURATION. The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of the original articles of organization by the Department of State of the State of Florida.

ARTICLE 3

PRINCIPAL OFFICE AND REGISTERED AGENT. The mailing address and street address of the principal office of the limited liability company is 1440 Nova Road, Suite 301, Holly Hill, FL 32117. The name and address of the registered agent of the limited liability company is Robert D. Martin, 1440 Nova Road, Suite 301, Holly Hill, FL 32117.

ARTICLE 4

MEMBERSHIP. The limited liability company has one member and the limited liability not to be managed by its member but by a Manager. The name and address of the member is:

Martin Partners, Inc.
1440 Nova Road, Suite 301
Holly Hill, FL 32117.

01 MAY 24 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES
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ARTICLE 5

MANAGEMENT. The limited liability company is to be managed by a Manager. The name of the Manager is Martin Partners, Inc.

ARTICLE 6

CONTINUATION OF BUSINESS. Upon the bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may continue the legal existence and business of the limited liability company if (i) there is at least one remaining member or a new member is admitted, and (ii) a majority in interest of the members consent in writing to the continuation of the business within 90 days after the occurrence of the event of dissolution.

ARTICLE 7

ADMISSION OF ADDITIONAL MEMBERS. No person or entity may be admitted as an additional member without the consent of the founding member. If such person or entity is admitted, he, she or it shall be subject to the obligations and limitations in the Regulations and Operating Agreement of the limited liability company, as amended for the additional members.

IN WITNESS WHEREOF, the undersigned members do hereby execute and acknowledge these articles of organization this 23 day of May, 2001.

MARTIN PARTNERS, INC.

By: Robert D. Martin

Robert D. Martin, President

01 MAY 21, AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 608.415, Florida Statutes, Martin Ocean Walk, LLC hereby designates Robert D. Martin, 1440 Nova Road, Suite 301, Holly Hill, Fl. 32117 as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

MARTIN OCEAN WALK, LLC
By: Martin Partners, Inc., its sole member

By: Robert D. Martin
Robert D. Martin, President

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligation of and hereby accepts the foregoing designation as registered agent of Martin Ocean Walk, LLC, for service of process within the State of Florida.

Robert D. Martin
ROBERT D. MARTIN

APPROVED
AND
FILED
01 MAY 26 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA