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ROBERT L. BEALS, P.A.
ATTORNEY AT LAW

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May 29, 2001

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

Re: Articles of Organization
Serena Shores, LLC

600004334016--8
-05/30/01--01041--001
****125.00 ****125.00

Dear Sir:

Enclosed for filing find Articles of Organization for the above-noted entity. Also enclosed find check payable to your order in the amount of \$125.00 covering the filing fee.

If you require anything further in this regard, please do not hesitate to contact this office.

Very truly yours,

Robert L. Beals

RLB:la

Enclosures

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TALLAHASSEE, FL

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**ARTICLES OF ORGANIZATION
OF
SERENA SHORES, LLC**

ARTICLE I - NAME

The name of the Limited Liability Company is SERENA SHORES, LLC.

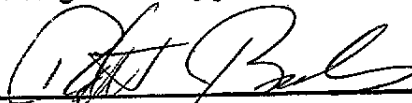
ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is Regency Business Center, 1227 S. Patrick Drive, Satellite Beach, FL 32937.

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE & REGISTERED AGENT**

The name and the Florida street address of the Registered Agent is Robert L. Beals, 201 North Riverside Drive, Suite B, Indialantic, Florida 32903.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 as provided for in Chapter 608, F.S.



Robert L. Beals, Registered Agent

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.



James H. Bates, Member



Justin Fuhrmann, Member

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INDIALANTIC, FLORIDA



William Klingsmith, Member



Fred Jorge, Member



Justin Fuhrmann, as Trustee, Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.




James H. Bates, Member




Justin Fuhrmann, Member



William Klingsmith, Member



Fred Jorge, Member



Justin Fuhrmann, as Trustee, Member

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