



Marc I. Solomon
Attorney At Law

January 8, 2002

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/14/02--01067--017
****293.75 ****155.00

Dear Sir or Madam:

I am enclosing for filing the Articles of Organization for South Ocean Family Holdings, L.L.C. I am further enclosing a check made payable to the Florida Department of State in the sum of \$293.75.. This sum represents the Filing fee, Designation of Registered Agent fee and the fee for a certified copy of the filed Articles of Organization.

If you have any questions with regard the enclosed filing, please contact the undersigned at (561) 750-1399.

Very Truly Yours,

Marc I. Solomon, Esq.

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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
SOUTH OCEAN FAMILY HOLDINGS, L.L.C.

The Undersigned, for the purposes 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 South Ocean Family Holdings, L.L.C.

ARTICLE II- ADDRESS

The mailing address and street address of the principal office of the company is 2800 S. Ocean Blvd., #19M, Boca Raton, FL 33432.

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 dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Keith Walton CPA, Walton & Company, 101 N.W Second Avenue, Suite 5, Boca Raton, FL 33431

ARTICLE V-CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the Company the cash or property set forth in the attached Affidavit and in the accompanying Exhibit "A" hereto

ARTICLE VI-ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, or as provided in the regulations.

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ARTICLE VII-ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members.

ARTICLES VIII-MEMBERS' RIGHTS TO CONTINUE

BUSINESS

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 in the company, unless the business of the Company is continued by a majority vote of all the remaining members.

ARTICLE IX-MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by 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 company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

Name:

Address;

Howard Kornstein, 2800 S. Ocean Blvd. # 19M Boca Raton, FL 33432

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Boca Raton, Florida, on January 8, 2002.



Howard Kornstein

STATE OF FLORIDA) ss:
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 8th day of Jan., 2002, personally appeared before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgements, Howard Kornstein, who is personally known to me or who has produced Licence, as identification, Signer and Sealer of the foregoing Articles of Organization and acknowledged the same to be his free deed before me.

WITNESS my hand and official seal in the State and County last aforesaid this 8th day of January, 2002.

Elaine C. Cohen
Notary Public

(SEAL)

ELAINE C. COHEN
Print Name

Commission No:
Commission Expires:



Elaine C. Cohen
MY COMMISSION # CC743368 EXPIRES
September 17, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, South Ocean Family Holdings, 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 South Ocean Family Holdings, L.L.C.
2. The name and street address of the registered agent in Florida are:

Keith Walton, CPA, Walton & Company, 2101 N.W. Second Avenue, Suite 5, Boca Raton, FL 33431

The undersigned, being the person named in the articles of organization of South Ocean Family Holdings 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 the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Keith Walton CPA

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