

Division of Corporations

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Florida Department of State

Division of Corporations

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From:

Account Name : PAUL SMITH
Account Number : I20010000247
Phone : (305) 673-0347
Fax Number : (305) 532-0738

LIMITED LIABILITY COMPANY

~~GRASSHOPPER LAWN SERVICE, LLC~~**BLUE WATER DEVELOPMENT, LLC**

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 8, 2002

PAUL SMITH

SUBJECT: BLUE WATER DEVELOPMENT, LLC
REF: W02000013200

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ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

In compliance with Chapter 608, F.S.

ARTICLE I NAME

The name of the Limited Liability Company is:

BLUE WATER DEVELOPMENT, LLC**ARTICLE II ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

2901 CLINT MOORE RD. SUITE 259**BOCA RATON, FL 33496****ARTICLE III REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT SIGNATURE**

The name and the Florida street address of the registered agent are:

A1A Corporate Services Inc.**218 SOUTHERN COUNTRY LANE****QUINCY, FL 32351**

Having been named as registered agent 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..

Paul Smith, Paul Smith President

Registered Agent's Signature

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by one member or more members and is, therefore, member - managed company

ARTICLE V MEMBERS (optional)Managing Member: **ALAN BROOKS****2901 CLINT MOORE RD. SUITE 259 BOCA RATON, FL 33496**Managing Member: **MARC NESTLER****2901 CLINT MOORE RD. SUITE 259 BOCA RATON, FL 33496**Managing Member: **ED PAEZ****2901 CLINT MOORE RD. SUITE 259 BOCA RATON, FL 33496**Managing Member: **JOHN POLETTA****2901 CLINT MOORE RD. SUITE 259 BOCA RATON, FL 33496**SECRETARY OF STATE
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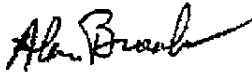
H02 000 132 888 7

PAGE 2 BLUE WATER DEVELOPMENT, LLC

ARTICLE VI

The liability of the members and managers of the LLC for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was a member or manager of the LLC.



Signature of a member or an authorized representative of a 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.

ALAN BROOKS

Typed or printed name of signee

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