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Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

SHELTER COVE INVESTMENT GROUP, L.L.C.

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**ARTICLES OF ORGANIZATION
OF**

SHELTER COVE INVESTMENT 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 Shelter Cove Investment 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 Flagler 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 Frederick W. Carlson, 2409 Pine Island Court, Jacksonville, FL 32224.

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except as provided in the operating agreement adopted by the members for the management of the business and affairs of the company. A member may transfer his or her interest in the company as set forth in the operating agreement, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member except as provided in the operating agreement.

ARTICLE VI - MANAGEMENT

The company shall be managed by a manager as provided in the operating agreement adopted by the members for the management of the business and affairs of the company. This

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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operating agreement 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 Pablo Beach Development Group, L.L.C., a Florida limited liability company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Jacksonville, Duval County, Florida, on this 3rd day of July, 2002

Pablo Beach Development Group, LLC
a Florida limited liability company


FREDERICK W. CARLSON
Its Manager

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STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 3rd day of July, 2002 by Frederick W. Carlson who is personally known to me.


Notary Public, State of Florida



Carolyn Herman
Commission # 20-04224
Expires Sep. 2, 2005
Member Title
Atlantic Bonding Co., Inc.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under Section 608.415 of the Florida Statutes, Shelter Cove Investment 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 Shelter Cove Investment 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 Shelter Cove Investment 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.

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Frederick W. Carlson
Registered Agent
Date: 7/2/03

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