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LIMITED LIABILITY COMPANY

EMERALD COVE, LLC

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ARTICLES OF ORGANIZATION

OF

EMERALD COVE, LLC

The undersigned organizer, who is the managing member of **Emerald Cove, LLC** (the "Company") under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the Company is **EMERALD COVE, LLC**.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Company is 209 South Fourth Street, Unit A, Flagler Beach, Florida 32316.

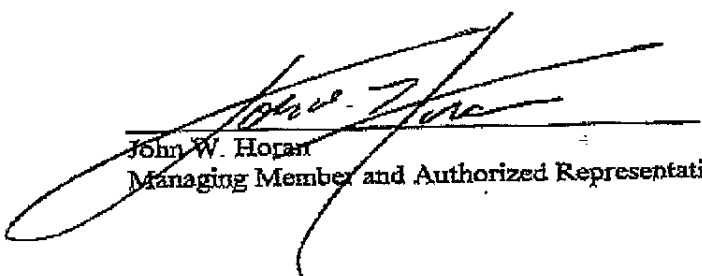
ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent is John W. Horan, 209 South Fourth Street, Unit A, Flagler Beach, Florida 32316.

ARTICLE IV - MANAGERS

The Company shall be a manager-managed company as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned organizers have executed the foregoing Articles of Organization as of the 24 day of September, 2002.


John W. Horan

Managing Member and Authorized Representative

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**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for **John W. Horan**, place designated in the Articles of Organization, the undersigned hereby 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 duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, F.S.


John W. Horan

DATE: September 24, 2002

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