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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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OF COUNSEL:

ROBERT E. DADY, P.A.
LEE J. OSIASON, P.A. **

**LL.M. TAXATION & FLORIDA BAR
BOARD CERTIFIED IN TAXATION

March 25, 2003

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

Re: **MOUNTAIN HOUSE, LLC**
185 OCEANVIEW DRIVE, LLC
VECIN FAMILY MANAGEMENT, LLC
VECIN FAMILY HOLDINGS, LTD.

Dear Sir or Madam:

I am enclosing herewith the following documents and one check payable to the Florida Secretary of State for the combined stated filing fees of \$2,302.50, which entities should be formed in the following order:

- Articles of Organization of the following 3 LLCs:
MOUNTAIN HOUSE, LLC
185 OCEANVIEW DRIVE, LLC
VECIN FAMILY MANAGEMENT, LLC

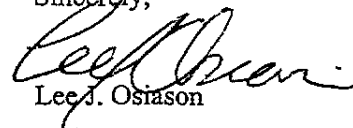
Filing fees	\$ 300.00
Registered Agent Fees	\$ 75.00
Certified copy	<u>\$ 90.00</u>
Total	\$ 465.00

- Certificate of Limited Partnership and Affidavit of Capital Contribution of **VECIN FAMILY HOLDINGS, LTD.**

Filing fee	\$1,750.00
Registered Agent Fee	\$ 35.00
Certified copy	<u>\$ 52.50</u>
Total	\$1,837.50

If you should have any questions please call me at (305) 357-1001 or cell phone (305) 978-7980.

Sincerely,


Lee J. Osiason

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
of 185 OCEANVIEW DRIVE, L.L.C.**

SERIALIZED
TALLAHASSEE COUNTY FLORIDA

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ARTICLE I NAME

The name of the limited liability company shall be: **185 OCEANVIEW DRIVE,**

ARTICLE II EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual.

ARTICLE III PURPOSE

This limited liability company is organized for the purpose of purchasing, owning, holding, improving, using, dealing in, managing, selling, mortgaging, pledging, leasing, exchanging, transferring and disposing of property, both real and personal and wherever situated, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The mailing and street address of the principal office of the limited liability company is: **6061 SW 102 Street, Miami, FL 33156**

ARTICLE V INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be: **LAZARO VECIN, 6061 SW 102 Street, Miami, FL 33156**

ARTICLE VII MANAGEMENT

The limited liability company is to be managed by a manager, and the name and address of such manager who is to serve as manager is: **LAZARO VECIN, 6061 SW 102 Street, Miami, FL 33156**

ARTICLE VIII RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE AFTER WITHDRAWAL OF A MEMBER

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall

have the right to continue the business upon the unanimous consent of such remaining members.

ARTICLE IX CONTRACTING DEBTS

The Manager shall be authorized to incur any liability on behalf of the limited liability company.

ARTICLE X INDEMNIFICATION

This company shall indemnify its Manager to the full extent permitted by the laws of the State of Florida.

In accordance with 608.408(3) F.S. the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Miami, Florida on March 25, 2003.

SOLE MEMBER: VECIN FAMILY HOLDINGS, LTD.,
a Florida limited partnership, by its general partner: VECIN
FAMILY MANAGEMENT, LLC, a Florida limited liability
company, by its Managers:

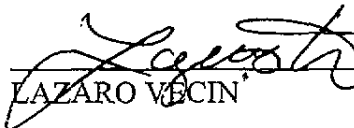
By: 
LAZARO VECIN, MEMBER-MANAGER VECIN
FAMILY MANAGEMENT, LLC

BY: 
JACQUELEINE VECIN, MEMBER-MANAGER VECIN
FAMILY MANAGEMENT, LLC

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent of 185 OCEANVIEW DRIVE, LLC to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated March 25, 2003


LAZARO VECIN

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