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From:

Account Name : JACOBS & PETERS, P.A.
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Phone : (904) 261-3693
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LIMITED LIABILITY COMPANY

BLUE WATER TOWNHOUSES, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION OF
BLUE WATER TOWNHOUSES, LLC
A LIMITED LIABILITY COMPANY**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **BLUE WATER TOWNHOUSES, LLC, A LIMITED LIABILITY COMPANY**, and its principal place of business shall be 2193 First Avenue, Fernandina Beach, County of Nassau, State of Florida, and whose mailing address is 1410 Oak Street, Fernandina Beach, Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilized, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation,

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JESSIE L. WARD

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rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III MEMBERSHIP

This company shall initially have three members. The membership may increase from time to time. The names and addresses of the members are

JOSEPH GERRITY, JR.	STEVE HEAD	EILEEN McGRATH
Post Office Box 6275	Post Office Box 1009	Post Office Box 1009
Fernandina Beach, FL 32035	Fernandina Beach, FL 32035	Fernandina Beach, FL 32035

ARTICLE IV LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

ARTICLE V MANAGEMENT

This limited liability company shall be managed by JOSEPH GERRITY, JR., Post Office Box 6275, 2193 First Avenue, Fernandina Beach, FL 32034, which shall serve until dissolution.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office and the principal office of the limited liability company is 2193 First Avenue, Fernandina Beach, Florida 32034 and the name of its initial registered agent at such address is JOSEPH GERRITY, JR..

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**ARTICLE VII
RESTRICTIONS ON MEMBERSHIP**

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 unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of BLUE WATER TOWNHOUSES, LLC.

Executed by the undersigned at Fernandina Beach, Florida on April 24, 2003.

Roswitha A. Graves
Witness **Roswitha A. Graves**
Sarah F. Adams
Witness **SARAH F. ADAMS**

Joseph Gerrity, Jr.
JOSEPH GERRITY, JR.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this April 24, 2003 by JOSEPH GERRITY, R. who are personally known to me or who have produced _____ as identification.

Sarah F. Adams
Notary Public



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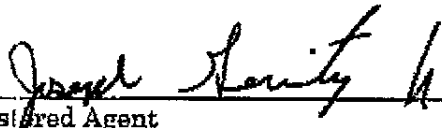
CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED

BLUE WATER TOWNHOUSES, LLC, A LIMITED LIABILITY COMPANY, desiring
to organize under the laws of the State of Florida with its principal office as indicated in the
Articles of Organization, at Nassau County, Florida, has named JOSEPH GERRITY, JR. as
its registered agent to accept service of process within this state, who is located at the
following registered office:

JOSEPH GERRITY, JR.
2193 First Avenue
Fernandina Beach, FL 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose
of accepting service of process at the registered office designated in this certificate, I hereby
accept such appointment and agree to act in such capacity. I agree to comply with the
provisions of said section relative to keeping open the registered office.



Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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