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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

**LIMITED LIABILITY COMPANY
JELLYFISH SAND, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 8, 2003

FAS-T CORP. AGENTS, INC.

SUBJECT: JELLYFISH SAND, LLC
REF: W03000013171

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The title of your document does not comply with the filing requirements stipulated in the Florida Statutes. Please amend the title of document to read ARTICLES OF ORGANIZATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

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TALLAHASSEE, FLORIDA

ARTICLES OF *organization*
OF
JELLYFISH SAND, LLC

ARTICLE I NAME

The name of the limited liability company is

JELLYFISH SAND, LLC (hereinafter "the Company").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Company is.

2999 NE 191 ST SUITE# 900
AVENTURA FLORIDA 33139

ARTICLE III DURATION

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence will be perpetual.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the Company is:

PATRICK MOYAL
208 N. UNIVERSITY DRIVE
PEMBROKE PINES, FL 33024

ARTICLE V CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member

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or the occurrence of any event, which terminates the continued membership of a member in the Company. The business may be continued only on the affirmative vote of a majority of the then remaining members pursuant to the terms of the Company's regulations.

ARTICLE VI PURPOSE

The Company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VII ORGANIZER

The name and street address of the person signing these Articles as organizer is:

**Patrick MOYAL
208 N. UNIVERSITY DRIVE
PEMBROKE PINES, FLORIDA 33024**

ARTICLE VIII MANAGEMENT

The Company will be managed by two (2) managers, the name of which is as follows:

**MICHAEL J. HABABOU
2999 NE 191 ST SUITE# 900
AVENTURA, FLORIDA 33139**

**Marguerite Fauconnet
2999 NE 191 ST SUITE# 900
AVENTURA, FLORIDA 33139**

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ARTICLE IX MEMBERS CANNOT BIND THE COMPANY

The Company is managed exclusively by the manager, and members have no authority to bind the Company.

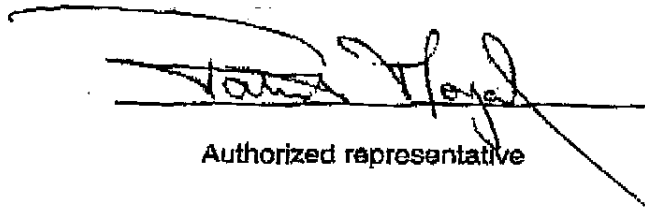
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ARTICLE X ADMISSION OF NEW MEMBERS

Members of the Company have right to admit new members. Additional members may be admitted only on the unanimous written of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted

In accordance with section 608.408 (3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

The undersigned has executed these Articles of Organization this May 2, 2003.


Authorized representative

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Fla. Stat. § 808.415, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name and address of the limited liability company is:

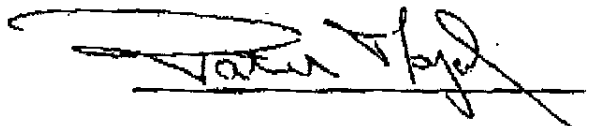
**JELLYFISH SAND, LLC
2999 NE 191 ST SUITE# 900
AVENTURA FLORIDA 33139**

1. The name and address of the registered agent and office is:

**Patrick MOYAL
208 N. UNIVERSITY DRIVE
PEMBROKE PINES, FLORIDA 33024
(954) 430-3930**

Having been named to accept service of process for the above-named 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 obligation of my position as registered agent.

Dated: May 2, 2003



PATRICK MOYAL

Registered Agent

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