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Account Name : BURKE AND BLUE, P.A.
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LIMITED LIABILITY COMPANY

PANAMA CITY BEACH PROPERTIES, LLC

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 7, 2003

BURKE AND BLUE, P.A.

SUBJECT: PANAMA CITY BEACH PROPERTIES, LLC
REF: W03000019076

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ARTICLES OF ORGANIZATION
FOR
PANAMA CITY BEACH PROPERTIES, LLC
a Florida Limited Liability Company

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CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be PANAMA CITY BEACH PROPERTIES, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and principal office address of the Company shall be 13 Crossbrook Lane, West Caldwell, New Jersey 07006.

ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution

PREPARED BY:
M. Todd Burke, Esq.
Florida Bar No. 152048
Burke, Blue & Hutchison, P. A.
215 Grand Boulevard, Suite 101
Destin, FL 32550
(850)267-9498

of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV - MANAGEMENT

The Company is to be managed by the members and the name and address of the members

are:

NAME

ADDRESS

Vincent Sodano

13 Crossbrook Lane
West Caldwell, NJ 07006.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

M. Todd Burke, Esq.
Burke, Blue & Hutchison, P.A.
215 Grand Boulevard
Suite 101
Destin, Florida 32550

ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part upon the unanimous consent of the Members of this Company. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operation Agreement of this Company.

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ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the business on the death, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company pursuant to the Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative has made and subscribed these articles of organization at Destin, Walton County, Florida, on this 3rd day of July, 2003.


M. Todd Burke, Authorized Representative

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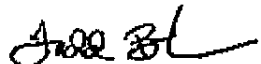
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that PANAMA CITY BEACH PROPERTIES, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 13 Crossbrook Lane, West Caldwell, New Jersey 07006, has named M. Todd Burke, Esq., located at 215 Grand Boulevard, Suite 101, Destin, Walton County, Florida, 32550, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


M. TODD BURKE
(Resident Agent)

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