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(Requestor's Name)

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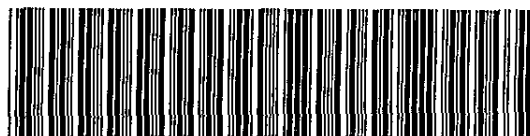
(Business Entity Name)

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# MIRAGE

Waterscapes & Sculpted Rock <sup>LLC</sup>

August 12, 2003

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

RE: MIRAGE WATERSCAPES, LLC Articles of Organization

Dear Sir:

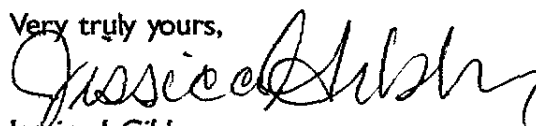
Mirage Waterscapes is requesting a charter from the State of Florida to begin business as a Limited Liability Company in Florida.

Enclosed are the following:

- 1) Original and one (1) copy of Articles of organization of Mirage Waterscapes, LLC;
- 2) Acceptance of Appointment by Registered Agent; and
- 3) Check for fees and costs in the amount of \$125.00.

Please return the copy at your earliest convenience.

Very truly yours,



Jessica J. Gibbs

MIRAGE WATERSCAPES, LLC

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**ARTICLES OF ORGANIZATION**

**OF**

**MIRAGE WATERSCAPES, L.L.C.**

I, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Florida Statutes §608.407 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

**ARTICLE I - NAME OF LIMITED LIABILITY COMPANY**

In accordance with Florida Statutes §608.406, the limited liability company's name shall be "MIRAGE WATERSCAPES, L.L.C."

**ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY**

The period of duration for this limited liability company shall be seventy-five (75) years.

This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Florida Statutes §608.409(1).

**ARTICLE III - LOCATION OF PRINCIPAL OFFICE**

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address / Street Address

242 S.W. Homeland Road  
Port St. Lucie, FL 34953

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#### **ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered address in the State of Florida is 242 S.W. Homeland Road, Port St. Lucie, Florida, 34953. The name of the registered agent at such registered office is Jessica J. Gibbs.

#### **ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new members in compliance with the terms and conditions of this article. A new member may be admitted into this limited liability company only if: (i) such new member acquires ownership units in this limited liability company; (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with; (iii) such new member agrees to comply with any operating agreement then in effect governing this limited liability company; and (iv) such new member executes such instruments as the other members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

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#### **ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of an event which terminates the continued membership of a member in this limited liability company; it being the intent of the members hereunder that the existence of this limited liability company be perpetual as set forth in Article II hereof.

## ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company is to be managed by one (1) manager. The name and address of such manager, who shall serve as manager, until her successor or successors are elected and qualified is:

Name of Manager

Address of Manager

JESSICA J. GIBBS

242 S.W. Homeland Road  
Port St. Lucie, Florida, 34953

If this limited liability company subsequently adopts an operating agreement, such operating agreement shall specify the method of electing managers and designating successors to any managers of this limited liability company.

## ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather, may issue to initial members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

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### ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 the Florida Statutes. Additionally, this limited liability company may engage in ownership of real property in the State of Florida and operation of a business thereon.

### ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operation of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the members so elect, grant first refusal rights or other restrictions on ownership unit transferability, and govern legal arrangements among members. Nothing in these Articles of Organization shall compel the members to adopt such an Operating Agreement unless they deem same desirable.

IT WITNESS WHEREOF, the undersigned, member of this limited liability company has executed these Articles of Organization on this 13 day of <sup>Aug</sup>~~June~~, 2003.

MIRAGE WATERSCAPES, L.L.C.

By: Jessica J. Gibbs  
Jessica J. Gibbs, Member

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STATE OF FLORIDA:

COUNTY OF ST. LUCIE:

BEFORE ME personally appeared Jessica J. Gibbs, a member of this limited liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced NORTH CAROLINA DRIVER LIC as identification, and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal at <sup>Port St. Lucie</sup> ~~Key West~~, County of St Lucie, and State of Florida, this 12 day of <sup>AUG</sup> ~~June~~, 2003.

DONNA WAGNER  
Printed Name of Notary

Donna Wagner  
NOTARY PUBLIC

My Commission Expires:



Donna Wagner  
Commission # DD 057896  
Expires Oct. 23, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

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**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.061, Florida Statutes, the following is submitted:  
That MIRAGE WATERSCAPES, L.L.C. desiring to organize or qualify under the laws  
of the State of Florida as a limited liability company with its principal place of business  
at 242 S.W. Homeland Road, St Lucie, Florida 34953, has named, Jessica J. Gibbs as its  
agent to accept service of process, and designates the address at which its registered  
agent may be served with process to be: 242 S.W. Homeland Road, St Lucie, Florida  
34953.

Signature: Jessica Gibbs  
Jessica J. Gibbs, Incorporating Member

Date: 8/13/3

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### ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and, by affixing such Registered Agent's signature below, states that she is familiar with, and accepts the obligations of that position.

  
\_\_\_\_\_  
Jessica J. Gibbs, Registered Agent

Date: 8/13/3

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