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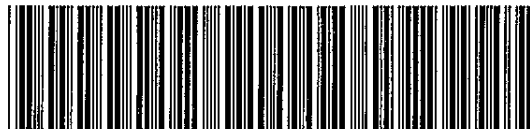
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ocean Garden Development LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
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- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

SW

10/7

Name

Date

Time

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**ARTICLES OF ORGANIZATION OF
OCEAN GARDEN DEVELOPMENT, L.L.C.**

ARTICLE I

The name of the limited liability company shall be Ocean Garden Development, L.L.C.

ARTICLE II

The period of the limited liability company's duration shall be ninety (90) years from the date of filing these Articles of Organization with the Department of State.

ARTICLE III

The purpose for which this limited liability company is organized is to engage in any activity or business permitted under the laws of the United States of Florida.

ARTICLE IV

The address of the principal office of this limited liability company in the state of Florida shall be located at 1508 North Ocean Boulevard in the City of Pompano Beach, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

The name and address of the initial registered agent is Mark S. Schechter, 100 N.E. 3rd Avenue, Suite 858, Fort Lauderdale, Florida 33301.

Having been named as registered agent and to accept service of process for the above stated 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature

ARTICLE V

The percentage of ownership is as follows:

<u>Member</u>	<u>Pro-Rata Share</u>
Suncoast Ventures, Inc., a Florida Corporation	50%
Deepwater Associates, LLC, a Florida Limited Liability Company	50%

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ARTICLE VI

There may be additional contributions to be made by the members.

ARTICLE VII

The members shall maintain the right to admit additional members.

ARTICLE VIII

On the death, retirement, 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 limited liability company, the remaining members may continue the business of the limited liability company provided that the unanimous consent of the remaining members is secured.

ARTICLE IX

Management of this limited liability company is reserved to its members, whose names are as follows: Suncoast Ventures, Inc., a Florida Corporation, and Deepwater Associates, LLC, a Florida Limited Liability Company.

ARTICLE X

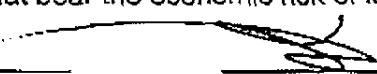
The names and addresses of the members are as follows:

<u>Name</u>	<u>Address</u>
Suncoast Ventures, Inc., a Florida Corporation	1508 North Ocean Boulevard Pompano Beach, Florida 33062
Deepwater Associates, LLC, a Florida Limited Liability Company	7491 North Federal Highway, C-5, #285 Boca Raton FL 33487

ARTICLE XI

Notwithstanding any other provision of these Articles or the Operating Agreement and for federal income tax purposes, a member's share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one or more members therefore allowing for the allocation to the member or members that bear the economic risk of loss of such property/debt.

Date: 10/1/03


Mark S. Schechter
Schechter Law, P.A.
Attorney for and Authorized Agent of the
Members of Ocean Garden Development,
L.L.C.
100 N.E. 3rd Avenue, Suite 858
Fort Lauderdale, FL 33301
(954) 779-7009
Florida Bar No. 183886

State of Florida)
)ss
County of Broward)

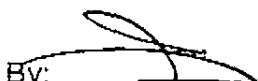
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Pursuant to the provisions of Section 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Ocean Garden Development, L.L.C.

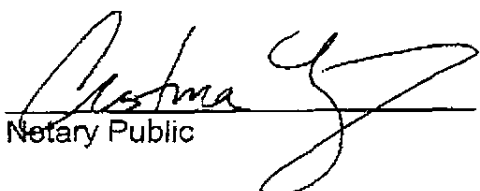
The name of the registered agent for Ocean Garden Development, L.L.C. is Mark S. Schechter, and the street address where the agent is located is 100 N.E. 3rd Avenue, Suite 858, Fort Lauderdale, Florida 33301.

This statement is to acknowledge that, as indicated above, Ocean Garden Development, L.L.C. has appointed me, Mark S. Schechter, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 obligations of my position as registered agent.

By: 
Mark S. Schechter

Dated 10/7/03

The foregoing instrument was acknowledged before me this 7th day of October, 2003 by Mark S. Schechter, agent on behalf of Ocean Garden Development, LLC. He is personally known to me or has produced _____ as identification.


Notary Public

