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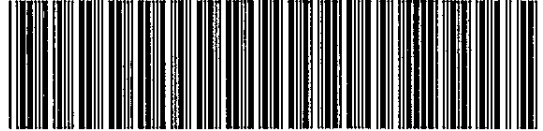
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TALLAHASSEE FLORIDA

ROSEMARIE P. ABAD
406 N. Oceanwalk Drive
Atlantic Beach, Florida 32233
(cell) (904) 333-9095; (h) (904) 241-7365
rpacarpediem@aol.com

May 13, 2003

Department of State
Registration Section
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Attached please find Articles of Organization for Beach Living, L.L.C. and an accompanying check in the amount of \$160.00. This amount shall cover the filing fee for the Articles of Organization, the designation of the registered agent, a Certified Copy of the Articles of Organization and a Certificate of Status. In the event you need to reach me, please feel free to contact me at the above listed address and telephone numbers.

Sincerely,



Rosemarie P. Abad

Enclosures

**ARTICLES OF ORGANIZATION
OF
BEACH LIVING, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I

Name: The name of this limited liability company is Beach Living, L.L.C., (the "Company").

ARTICLE II

Mailing Address and Street Address: The Company's mailing address and street address of the principal office is 406 N. Oceanwalk Drive Atlantic Beach, Florida 32233.

ARTICLE III

Registered Agent and Registered Office: The name and the Florida street address of the registered agent are as follows: Broad and Cassal, Attention: Karen Stetson, Esq., Miami Center, Suite 3000, 201 South Biscayne Blvd., Miami, Florida 33131.

ARTICLE IV

Management of the Company: The Company is to be managed by one or more members and is, therefore, a member-managed limited liability company.

ARTICLE V

Additional Members: The members shall have the right to admit additional members upon the unanimous consent of all the members to the admission of the additional members and to the terms of admission.

ARTICLE VI

Termination of Membership: If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

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ARTICLE VII

Regulations: The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company pursuant to its operating agreement (the "Operating Agreement").

ARTICLE VIII

Date of Existence of the Company: The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

ARTICLE IX

Duration: The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the _____ day of May, 2003.

By: Rosemarie P. Abad
(Signature of a member or an authorized representative of a member.)

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

Rosemarie P. Abad
Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Beach Living, L.L.C.
2. The name and the Florida street address of the registered agent are:

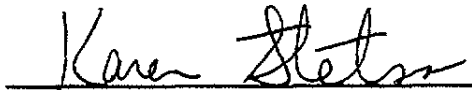
Broad and Cassal, Attention: Karen Stetson, Esq.
(Name)

Miami Center, suite 3000, 201 south Biscayne Blvd.
(Florida Street Address - P.O. Box ~~not~~ acceptable)

Miami, Florida 33131
(City/State/Zip)

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.

Broad and Cassal
Karen Stetson, Esq.

By: 

(Date) May 13, 2003