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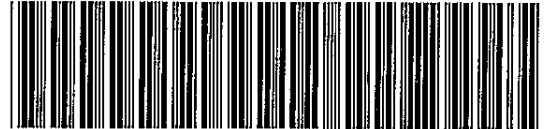
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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

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

Bluewater International

Signature _____

Requested by: RW

Name _____

Date 1/23

Time _____

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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 _____
- _____ Certificate of Good Standing _____
- _____ 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 _____

OF ORGANIZATION
OF
ATIONAL PROPERTIES, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

members of BLUEWATER INTERNATIONAL
liability corporation formed hereunder (the
y company under the laws of the State of Florida.

RTICLE I
PANY NAME

EWATER INTERNATIONAL PROPERTIES,

RTICLE II
AND TERM OF EXISTENCE

(1) of the Florida Limited Liability Company Act
Company shall commence upon the filing of these
e Florida Department of State, and shall continue
uant to Article VIII of these Articles of Organization.

RTICLE III
DRESS OF COMPANY

y is:

l. Federal Hwy.
e Point, FL 33064

RTICLE IV
DRESS OF COMPANY

ice of the Company is:

l. Federal Hwy.
e Point, FL 33064

ARTICLES

BLUEWATER INTER

THE UNDERSIGNED, as the initi:
PROPERTIES, L.L.C., a Florida limited li:
"Company"), hereby forms a limited liabili

COM

The name of this Company is: BLU
L.L.C.

A
COMMENCEMENT

In accordance with Section 608.40
(the "Act"), the term of existence of the
executed Articles of Organization with ti
perpetually, unless otherwise dissolved pur:

A
MAILING AD

The mailing address of this Compan

4640 i
Lighthou

A:
STREET ADI

The street address of the principal oi

4640 i
Lighthou

ARTICLE V
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

DEAN J. TRANTALIS, ESQ.
2255 Wilton Dr.
Wilton Manors, FL 33305

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Operating agreement and such other documents, statutes, rules, regulations, or guidelines as the managers from time to time determine in their sole discretion.

ARTICLE VII
RIGHT OF ASSIGNEE TO BECOME A MEMBER

Except as may be otherwise provided in the Operating Agreement, an assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the company, upon the affirmation vote of a majority of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Operating Agreement, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Operating Agreement of the Company.

ARTICLE VIII
DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall remain in existence unless dissolved by the remaining members of the Company, at a duly called meeting for such purpose.

ARTICLE IX
MANAGERS

The Company shall be managed by managers. The name and address of the initial managers are set forth below. The managers shall serve as managers until the first annual meeting of members or until its successors are elected and qualify.

Initial President/Secretary

Treasurer/Manager: Jeffrey L. Codella

Address: 4640 N. Federal Hwy.
Lighthouse Point, FL 33064

ARTICLE X
RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Operating Agreement then in existence.

ARTICLE XI
AMENDMENT TO ARTICLES OF ORGANIZATION


Members may adopt, alter, amend, or repeal any provision of the Articles of Organization upon the affirmative vote of a majority of all of the members of the company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

ARTICLE XII
AMENDMENT OF OPERATING AGREEMENT

Pursuant to Section 608.423 (1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Operating Agreement upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided however any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

IN WITNESS WHEREOF, the undersigned as the initial members of the Company have executed the foregoing Articles of Organization as of this 31 day of Jan 2004, 2004.

INITIAL MEMBERS:



JEFFREY L. CODELLA
-President/Secretary/Treasurer

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.607 of the Florida
Limited Liability Company Act:

Having been appointed as registered agent of
BLUEWATER INTERNATIONAL PROPERTIES, L.L.C., a
Florida limited liability company in its Articles of Organization,
at the place designated in such Articles of Organization, the
undersigned hereby agrees to act in this capacity and affirms that
he is familiar with, and accepts the obligations of such position.

Dated: January 21, 2004.



Dean J. Trantalis, Esq.
2255 Wilton Dr.
Wilton Manors, FL 33305