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JAZARUS CORPORATION

FAX: 305-220-1440

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**LIMITED LIABILITY COMPANY  
WEST BAY HARBOR DEVELOPMENT, LLC**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
WEST BAY HARBOR DEVELOPMENT, LLC,  
a Florida limited liability company**

Pursuant to the provisions of Section 608, Florida Statutes, this Florida profit limited liability company adopts the following Articles of Organization:

**ARTICLE I.**

The name of the limited liability company is **WEST BAY HARBOR DEVELOPMENT, LLC.**

**ARTICLE II.**

The period of existence of the limited liability company shall be perpetual, commencing on the date the original Articles were filed.

**ARTICLE III.**

The mailing address and street address of the principal office of this limited liability company are:

Street Address

170 Ocean Lane Drive  
Key Biscayne, Florida 33149

Mailing Address

170 Ocean Lane Drive  
Key Biscayne, Florida 33149

**ARTICLE IV.**

The name and address of the registered agent is:

Registered Agent

Kevin L. Deeb, Esquire

Address of Registered Office

2350 Coral Way  
Suite 401  
Miami, Florida 33145-3536

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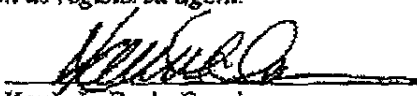
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Acceptance by Registered Agent

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

  
Kevin L. Deeb, Esquire

## ARTICLE V.

The Operating Agreement of the limited liability company (hereinafter the "Company") contains provisions regarding:

1. The nature of the business to be transacted or the purposes to be promoted or carried out by the Company, which shall be to own, operate, manage, develop, mortgage, lease, sell and to otherwise undertake such activities as are determined by the Company with respect to certain real property and the personal property of the Company which is located therein or is used in connection therewith, and all business of the Company relating thereto, and for no other purpose whatsoever.
2. The rights of the members to admit additional members and the terms and conditions of the admissions.
3. The rights of the remaining members of this Company to continue the business of this Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which may terminate the continued membership in this Company.

## ARTICLE VI.

The management of the Company is to be reserved to one Member, Alfonso Martinez, having an address at 170 Ocean Lane Drive, Key Biscayne, Florida 33149 (the "Managing Members").

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**ARTICLE V.**

The names and street addresses of the current Members are (hereinafter the "Members"):

<u>Name</u>	<u>Mailing Address</u>
Alfonso Martinez	170 Ocean Lane Drive Key Biscayne, Florida 33149
Ernesto Bustamante	50 Ocean Lane Drive, Unit 102 Key Biscayne, Florida 33149
Juan Carlos Paredes	2850 Douglas Road Penthouse Suite Coral Gables, Florida 33134
Enrique Paredes	2850 Douglas Road Penthouse Suite Coral Gables, Florida 33134
Pablo Barbachano	2850 Douglas Road Penthouse Suite Coral Gables, Florida 33134
Hector Hernandez	2850 Douglas Road Penthouse Suite Coral Gables, Florida 33134
Alfonso Salas	2850 Douglas Road Penthouse Suite Coral Gables, Florida 33134
Ernesto Bustamante	2850 Douglas Road Penthouse Suite Coral Gables, Florida 33134
Eduardo Bustamante	2850 Douglas Road Penthouse Suite Coral Gables, Florida 33134
Eric Schott	2850 Douglas Road Penthouse Suite Coral Gables, Florida 33134

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## ARTICLE VIII.

The Interests of the current Members shall be evidenced by Certificates, which shall be issued by the corporation reflecting the percentage interest held by the Members.

## ARTICLE IX.

The Operating Agreement between the Managing Member and the Company shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the Members of the Company in the manner set forth in the Operating Agreement; provided, however, that the consent of the Managing Member shall be required before any amendment, alteration or repeal of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles or Organization this 16<sup>th</sup> day of March, 2004, at Miami, Florida.

  
Kevin L. Desb, EsquireAPPROVED  
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