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SECURITY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

[Handwritten signature]

CAPITAL CONNECTION, INC.

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

Horizon Palms LLC

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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

**Articles Of Organization
of**

Horizon Palms LLC

The undersigned hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the state of Florida:

Article I

Name

The name of the limited liability company (the "Company") shall be:

Horizon Palms LLC

Article II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

**3740 Curtis Boulevard/Suite 112
Port St John, Florida 32927**

Article III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 3740 Curtis Boulevard, Port St. John, Florida 32927 and the initial registered agent of the Company at such office shall be Melvyn R. Yusem. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain provisions or requirements for the management of conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States of America.

Article V

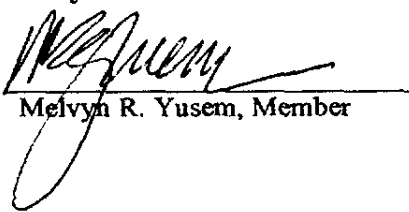
Amendment of the Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, We the undersigned, pursuant to Section 608.407, Florida Statutes, have executed these Articles for the uses and purposes herein stated.

Member: **Melvyn R. Yusem**

By:


Melvyn R. Yusem, Member

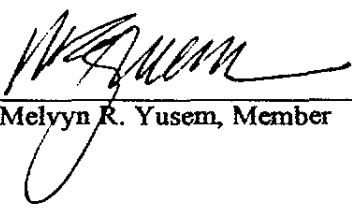
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Acceptance of Service as Registered Agent

The undersigned, having been named as registered agent to accept service of process for the above named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

Dated this 27 day of April 2004

By:


Melvyn R. Yusem, Member