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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

Waterfront, LLC

TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
WATERFRONT, L.L.C.**

ARTICLE I

NAME

The name of the limited liability company shall be:

WATERFRONT, L.L.C.

ARTICLE II

EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

PURPOSE

This limited liability company may engage in any activity or business permitted under the laws of the United States and of the State of Florida, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized..

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial mailing and street address for the principal office of this limited liability company is:
19416 Presidential Way, Miami, FL 33179.

ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

ROSSZ FIU CORPORATION

c/o Spencer Fox, Vice President
Cohen/Fox P.A.
201 South Biscayne Boulevard, Suite 850
Miami, Florida 33131

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ARTICLE VI

MANAGEMENT

The limited liability company is to be managed by a manager, and the name and address of such manager who is to serve as manager is:

Alan Jacobson

19416 Presidential Way
Miami, FL 33179

ARTICLE VII

**RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE
AFTER WITHDRAWAL OF MEMBER**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

ARTICLE VIII

CONTRACTING DEBTS

The Manager shall be authorized to incur any liability on behalf of the limited liability company.

ARTICLE IX

INDEMNIFICATION

This company shall indemnify its Manager to the full extent permitted by the laws of the State of Florida.

In accordance with Section 608.408(3) F.S., the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Miami, Florida this 9 day of June, 2004.

BY:

Alan Jacobson

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent of **WATERFRONT, L.L.C.** to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the

provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 0 day of June, 2004.

ROSSZ FIU CORPORATION,
a Florida corporation

By: 

SPENCER FOX, VICE PRESIDENT

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