

AUG-13-2004 11:58
Division of Corporations

CT CORPORATION

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W4000060404

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LIMITED LIABILITY COMPANY

Sandy Key LLC

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sandy Key LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gerald Coviello
(Name of Person)

Wollmuth Maher & Deutch LLP
(Firm/Company)

500 5th Avenue, 12th Floor
(Address)

New York, NY 10110
(City/State and Zip Code)

For further information concerning this matter, please call:

Yvonne Dompierre at (212) 382-3300
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Sandy Key LLC**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:13575 Sandy Key DriveUnit 718Pensacola, FL 32501**Mailing Address:**Hector E. Negroni891 Park AvenueNew York, NY 10021**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

The name and the Florida street address of the registered agent are:

CT Corporation System

Name

1200 South Pine Island RoadFlorida street address (P.O. Box NOT acceptable)PlantationFLORIDA 33324

City, State, and 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 as provided for in Chapter 608, Florida Statutes..

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By: *[Signature]*

RENEE H. GIBERT
ASSISTANT SECRETARY

SECRETARY OF
STATE
TALLAHASSEE, FLORIDA

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P.04

**ARTICLES OF ORGANIZATION
OF
SANDY KEY LLC**

This Articles of Organization of Sandy Key LLC, dated August 12, 2004, is being duly executed and filed by Gerald Coviello, as an authorized person, to form a limited liability company under § 608.407 of the Florida Statutes.

FIRST. The name of the limited liability company formed hereby is Sandy Key LLC (the "Company").

SECOND. The mailing address and the street address of the principal office of the Company is: 13575 Sandy Key Drive, Unit 718, Pensacola, FL 32501.

THIRD. The name and street address of the Company's registered agent in the State of Florida is: CT Corporation System, 1200 South Pine Island Road Plantation, FL 33324.

FOURTH. The effective date of formation is: August 12, 2004.

FIFTH. The purpose for which the Company is organized is: to engage in any lawful business, purpose or activity under § 608.407 of the Florida Statutes.

SIXTH. The duration of the Company is perpetual.

The undersigned represents that this filing complies with the requirements detailed in § 608.407 of the Florida Statutes. The undersigned hereby requests that he is authorized to sign this certificate on behalf of Sandy Key LLC.

Date: August 12, 2004

By: 

Name: Gerald Coviello

Title: Authorized Signatory

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:MGRMHector E. Negroni
891 Park Avenue
New York, NY 10021MGRMHector A. Negroni
891 Park Avenue
New York, NY 10021MGRMXavier A. Negroni
891 Park Avenue
New York, NY 10021

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.**REQUIRED SIGNATURE:**as authorized agent
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.)

Gerald Coviello
Typed or printed name of signer**Filing Fees:**

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)