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LAZARUS CORPORATION

FAX: 3052201440

PAGE 1

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
SEASHORE CLUB REDEVELOPMENT, LLC

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H 0 4 0 0 0 1 6 6 7 4 8

ARTICLES OF ORGANIZATION
OF
SEASHORE CLUB REDEVELOPMENT, LLC
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

SEASHORE CLUB REDEVELOPMENT, LLC

ARTICLE II - Address:

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

2539 S. BAYSHORE DRIVE
UNIT 419
MIAMI, FL 33133

ARTICLE III - Duration:

The Limited Liability Company shall have perpetual duration.

ARTICLE IV - Members With Interest in LLC:

The names and street addresses of the Members of the Limited Liability Company are as follows:

DR. JUAN L. GARRASTAZU
10713 DENVER DRIVE
COOPER CITY, FL 33026

TERRA FORGE, INC., a Florida corporation
928 NW 16 AVE, Unit 2
GAINESVILLE FL 32601

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ARTICLE V - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of the managers and their titles are as follows:

Name:	Position:	Address:
MANUEL R. LLAHUES, PE	MANAGER, PRESIDENT & CEO	2539 S BAYSHORE DR UNIT 419 MIAMI FL 33133
DR. JUAN L. GARRASTAZU	MANAGER, VICE-PRESIDENT & COO	10713 DENVER DRIVE COOPER CITY, FL. 33026
ROBERT C. VAIL, PE	MANAGER, TREASURER & CFO	502 NW 15 AVE GAINESVILLE FL 32601

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ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as set forth in the regulations adopted by the members of the limited liability company.

Manuel Llahues
MANUEL R. LLAHUES, PE
Organizing Member

STATE OF FLORIDA)

) SS:

COUNTY

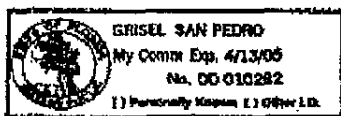
OF

MIAMI-DADE)

BEFORE ME, the undersigned officer(s), duly authorized to administer oaths and take acknowledgements, personally appeared this day MANUEL R. LLAHUES, PE who is personally known or produced N/A as identification and who executed the foregoing Articles of Organization and who upon first being duly sworn on oath, depose and states that he executed the same for the purposes therein expressed, on this 13th day of August, 2004.

My Commission Expires:

[Signature]
Notary Public, State of Florida
at Large



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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is: **SEASHORE CLUB REDEVELOPMENT,
LLC**

2. The name and address of the registered agent and office is:

JUAN E. FIGUERAS
7050 SW 86 Avenue
Miami, Florida 33143

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 of registered agent and agree to act in its 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.


JUAN E. FIGUERAS, Registered Agent

8/13/04
(Date)

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