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SECRETARY OF STATE
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LIMITED LIABILITY COMPANY

Shady Palms Developers, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Shady Palms Developers, LLC

Article II. Address

The Company's street and mailing address is:
Shady Palms Developers, LLC
5300 US HIGHWAY 1
KEY WEST 33040

Article III. Registered Agent

The name and street address of the Company's registered agent is:
SANCHEZ & ASHBY, P.A.
1720 North Roosevelt Blvd.
Key West FL 33040 UNITED STATES

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TALLAHASSEE, FLORIDA

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

RALPH SANCHEZ
5300 US HIGHWAY 1 KEY WEST 33040

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TALLAHASSEE, FL 32399

Article VI. Company Existence

The Company's existence shall begin effective as of September 24, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on September 24, 2004.

Rebecca J. Anderson

CORPORATE CREATIONS INTERNATIONAL INC.

Karla Sarria Vice President

by R.L. Anderson as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Shady Palms Developers, LLC

REGISTERED AGENT/OFFICE:

SANCHEZ & ASHBY, P.A.

1720 North Roosevelt Blvd.

Key West FL 33040

UNITED STATES

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Rebecca J. Anderson

SANCHEZ & ASHBY, P.A.

by R.L. Anderson as attorney-in-fact

Date: September 24, 2004

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