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TALLAHASSEE, FLORIDA

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LAW OFFICES OF
GEORGE H. MAZZARANTANI, P.A.

PHONE: 941.954.6000

FAX: 941.953.8220

KODRA PROFESSIONAL CENTER
777 SOUTH PALM AVENUE, SUITE 2
SARASOTA, FL 34236

December 17, 2004

VIA FEDERAL EXPRESS
TRACKING NO.: 791505809682

Florida Department of State
Division of Corporations
Registration Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Filing for Beach Club 24 LLC; Our File No.: 2004-0261

Dear Sir or Madame:

Enclosed please find enclosed Articles of Organization for the referenced Limited Liability Company filed in duplicate. Please also find our Check No.: 1642 in the amount of \$125.00 representing the filing fee for the Articles of Organization. Please apply this amount to the filing fee, file the Articles of Organization and return a file stamped copy to our offices in the Federal Express pre-addressed envelope provided herewith for your convenience.

Please contact me directly with any problems or questions. Thank you for your assistance.

Very Truly Yours,

Law Offices of
GEORGE H. MAZZARANTANI, P.A.

Diane DeRome, Paralegal
For The Firm
diane@mazzarantani.com

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TALLAHASSEE, FLORIDA

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ddr
Enclosure
Cc: Beach Club 24 LLC via fax w/enclosures

ARTICLES OF ORGANIZATION

Beach Club 24 LLC,
a Florida limited liability company

ARTICLE I NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

Beach Club 24 LLC

ARTICLE II PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

251 17th Street North, Unit 24
Bradenton Beach, FL 34217

ARTICLE III INITIAL REGISTERED AGENT/OFFICE

The registered office of the Limited Liability Company and its initial registered agent shall be:

George H. Mazzarantani, Esquire
George H. Mazzarantani, P.A.
777 S. Palm Avenue, Suite 2
Sarasota, FL 34236

ARTICLE IV MANAGEMENT AND POWERS

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected as provided in the Regulations of the Limited Liability Company.

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TALLAHASSEE, FLORIDA

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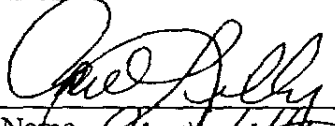

<u>NAME</u>	<u>TITLE</u>
James R. Philp 312 Laurel Oak Drive Sewickley, PA 15143	MGRM
Howard A. Jessup 1512 Lebanon Church Road Pittsburgh, PA 15236	MGR
A. J. Burlando c/o Rick Horizons, LP 1210 Meridian Drive Presto, PA 15142	MGR
Michael S. Adamcyk 64 Mt. Lebanon Blvd Pittsburgh, PA 15228	MGR

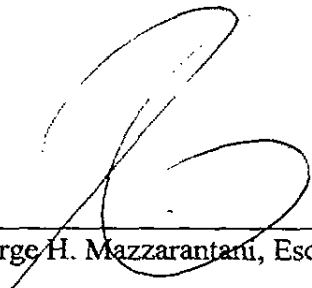
ARTICLE V
TERMS OF EXISTENCE

The Limited Liability Company shall continue in existence perpetually, unless the Limited Liability Company is earlier dissolved and its affairs wound-up in accordance with Chapter 608 of the Florida Statutes, or under the Operating Agreement and/or Regulations of the Limited Liability Company.

IN WITNESS WHEREOF, these Articles of Organization have been executed as of the 17 day of December, 2004.

WITNESSES:


 Print Name Diane L. DeRome

 Print Name DIANE L. DEROME


 George H. Mazzarantani, Esquire
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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 "AUTHORIZED REPRESENTATIVE"

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

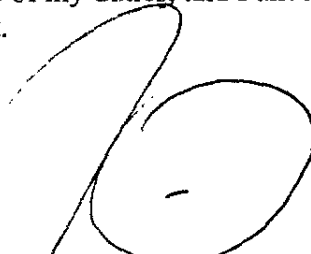
Beach Club 24 LLC

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

George H. Mazzarantani, Esquire
George H. Mazzarantani, P.A.
777 S. Palm Avenue, Suite 2
Sarasota, FL 34236

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: Dec. 17, 2004


George H. Mazzarantani, Esquire

"REGISTERED AGENT"

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TALLAHASSEE, FLORIDA