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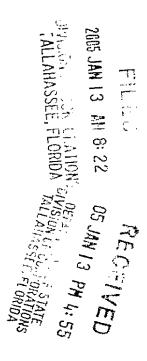
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January 13, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

			
Key	bay Fund I, LLC		
	Filing Evidence □ Plain/Confirmation Copy	Type of Document ☐ Certificate of Status	
	☑ Certified Copy	☑ Certificate of Good Standing	
		□ Articles Only	
	Retrieval Request Photocopy Certified Copy	☐ All Charter Docu Articles & Amen ☐ Fictitious Name ☐	dments Certificate
	NEW FILINGS Profit	AMENDMENTS Amendment	PHLE LINE 22 2005 JAN 13 AM 8: 22 2005 JAN 13 AM 8: 22 2007 JAN 13 AM 8: 22
	Non Profit K Limited Liability	Resignation of RA Officer/Director Change of Registered Agent	M 8: 22
	Domestication Other	Dissolution/Withdrawal	7 57
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	OTHER FILINGS	REGISTRATION/QUALIFICATION	
	Annual Reports	Foreign	
	Fictitious Name	Limited Liability	
	Name Reservation	Reinstatement	
	Reinstatement	Trademark	
		Other	1

ARTICLES OF ORGANIZATION OF KEYBAY FUND I, LLC



ARTICLE I NAME

The name of this Limited Liability Company shall be Keybay Fund I, LLC (the "Company").

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 1781 Harbor Point Circle, Weston, Florida 33327, and such other place or places as the member from time to time may determine. The mailing address of the Company is 1781 Harbor Point Circle, Weston, Florida 33327.

ARTICLE III INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The names and addresses of the managers who will serve as managers until the first annual meeting of members or until their successors are selected and qualified in accordance with the Operating Agreement or applicable law are:

Alberto Duhau 1781 Harbor Point Circle Weston, FL 33327

German Neuss 1781 Harbor Point Circle Weston, FL 33327

ARTICLE V DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 13th day of January, 2005, effective upon filing same with the Florida Department of State.

KEYBAY FUND I, LLC

BY:

Shawn Wolf, Authorized Representative

2005 JAN 13 AM 8: 22

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

Keybay Fund I, LLC

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

Atrium Registered Agents, Inc. 1500 San Remo Avenue, Suite 125 Coral Gables, Florida 33146



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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By:

Me A. Share, Vice President

Date: January 13, 2005