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Account Number : I19990000009
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Fax Number : (321)768-1671

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LIMITED LIABILITY COMPANY
BLUE WATER HOLOPAW, LLC

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**ARTICLES OF ORGANIZATION
OF
BLUE WATER HOLOPAW, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME:

The name of the Limited Liability Company is: BLUE WATER HOLOPAW, LLC, ("Company").

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Company shall be 3501 S. Atlantic Avenue, Cocoa Beach, FL 32931.

ARTICLE III - DURATION:

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is CURTIS R. MOSLEY, 1221 East New Haven Avenue, Melbourne, Florida 32901.

Mosley & Wallis, P.A.
Curtis R. Mosley, Esq.
P.O. Box 1210
Melbourne, FL 32902-1210
(321) 984-3842
Facsimile Audit #:
Florida Bar #:143318

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ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE VII - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
Blue Water of Central Florida, Inc.	3501 S. Atlantic Avenue Cocoa Beach, FL 32931
Gary Davis	5500 Magnolia St. Cloud, FL 33473

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Melbourne, Florida, on this 21 day of February, 2005.

Mosley & Wallis, P.A.
Curtis R. Mosley, Esq.
P.O. Box 1210
Melbourne, FL 32902-1210
(321) 984-3842
Facsimile Audit #:
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Name of Organizer

By: _____
Curtis R. Mosley
Registered Agent

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 21 day of February, 2005,
by **Curtis R. Mosley, Registered Agent**, on behalf of the company, who is personally known to me
or has produced _____ as identification.

Jayne E. Greene
NOTARY
My commission expires:



Mosley & Wallis, P.A.
Curtis R. Mosley, Esq.
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of BLUE WATER HOLOPAW, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



CURTIS R. MOSLEY
Registered Agent

Mosley & Wallis, P.A.
Curtis R. Mosley, Esq.
P.O. Box 1210
Melbourne, FL 32902-1210
(321) 984-3842
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