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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 258110 10463A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 155.00

EFFECTIVE DATE
3/17/08

05 APR 15 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORDER DATE : March 15, 2005

ORDER TIME : 12:0 PM

ORDER NO. : 258110-010

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln
Cohen Norris Scherer
Weinberger & Wolmer
Suite 400
712 U.s. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: BLUE WATER HOLDINGS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

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

EFFECTIVE DATE
3/14/05

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is BLUE WATER HOLDINGS, LLC.

ARTICLE II

This limited liability company shall become **EFFECTIVE MARCH 14, 2005**, unless sooner terminated as provided in the Operating Agreement executed or to be executed by the members..

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 712 U.S. Highway One, Ste 400, North Palm Beach, FL 33408. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is **FRED C. COHEN**, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

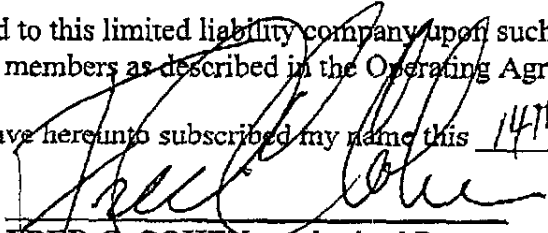
ARTICLE V

The management of this limited liability company shall be vested in a member or members (i.e. management committee as described in the Operating Agreement) and is, therefore, a member-managed company. The initial managing member is ROGER FINA, 10321 W. Atlantic Ave., Delray Beach, FL 33446.

ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the members as described in the Operating Agreement.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 14th day of March, 2005.


FRED C. COHEN, Authorized Representative of
the Managing Member

FILED
MAR 15 AM 7:32
CLERK OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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.

That **BLUE WATER HOLDINGS, LLC**, a Florida Limited liability company, with its registered office at 712 U.S. Highway One, Ste 400, North Palm Beach, Florida 33408, has named **FRED C. COHEN**, at the same address, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

By: 

FRED C. COHEN
Registered Agent

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 14th day of March, 2005 by **FRED C. COHEN**, who is personally known to me or who has produced Florida State Driver's License Number N/A as identification and who did () or did not (X) take an oath.

Executed this 14th day of March, 2005.


Signature of Notary

Printed Name: **LARISSA K. LINCOLN**

My Commission Expires:

My Commission Number:

