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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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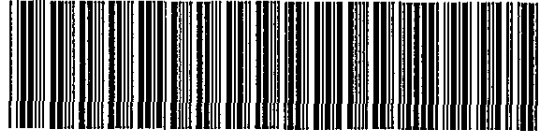
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4/11/05

Scott D. LaRue
Attorney at Law
2401 West Bay Drive, Suite 101
Largo, Florida 33770
(727) 418-1979

April 11, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

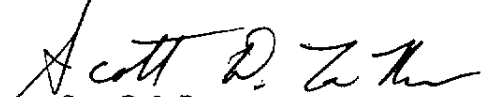
Re: Articles of Organization, *Waterfront Holdings II, LLC*

Dear Sir or Ma'am:

Please file the Articles of Organization for *Waterfront Holdings II, LLC*

An original and a copy of the Articles are enclosed along with an Acceptance of Designation as Registered Agent and a check in the amount of \$125.00 dollars. Please send the date-stamped copy of the Articles to me at the address set forth above. If you have any questions, please contact my office.

Very truly yours,


Scott D. LaRue

05 APR 14 PM 4:25
TALLAHASSEE, FLORIDA

4/11/05

**ARTICLES OF ORGANIZATION
OF
WATERFRONT HOLDINGS II, LLC**

The undersigned hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I NAME

The company's name is **Waterfront Holdings II, LLC**.

ARTICLE II ADDRESS

The company's address is **1247 South Pinellas Avenue, Tarpon Springs, Florida, 34698**.

ARTICLE III COMMENCEMENT OF EXISTENCE

The corporation's existence will commence **April 11, 2005**; provided however, that such date is within five business days prior to the date these Articles of Organization are filed by the Department of State of the State of Florida and shall continue in existence until dissolved. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these articles of incorporation are filed by the Department of State of the State of Florida.

PURPOSE, POWERS AND DEVELOPMENT FUNCTIONS OF THE L.L.C.

Purpose, Powers, and Development Functions. The purpose of the L, L.C. shall be generally the acquisition and development of real Property.

2.1 Acquiring the Property or Properties and conducting zoning and other developmental work thereon;

2.2 Employing such personnel, and obtaining such legal, accounting, engineering, and other professional services and advice on behalf of the L.L.C. as the Managers shall deem necessary or appropriate to carry out the acquisition, and development of the Projects and the business objectives of the L.L.C. on such terms, and for such compensation as the Manager shall determine to be appropriate in each circumstance;

2.3 Obtaining all permits and licenses which shall be necessary for the development of the Projects;

2.4 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

2.5 To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize,

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strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the rights, privileges, and immunities of limited liability companies for profit.

2.6 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

2.7 The several causes contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

2.8 Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE VI INITIAL REGISTERED AGENT

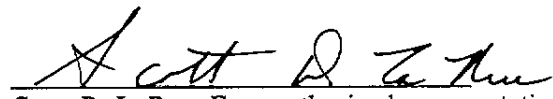
The name and address of the initial registered agent of the company is **Scott D. LaRue, 2401 West Bay Drive, Suite 101, Largo, FL 33770**. The registered agent of the company may be changed from time to time by a vote of the members without an amendment to these articles.

ARTICLE VII INITIAL MANAGER(S)

The name and address of the initial Managing Member is: **Eric Lefkowitz, 101 South Lake St., Clearwater, FL 33755**

The undersigned authorized representative has executed these Articles of Organization on this 10th day of April, 2005.

In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.


Scott D. LaRue, Esq., authorized representative

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TALLAHASSEE, FLORIDA
05 APR 14 PM 4:25

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F. S..

Scott D. LaRue
Scott D. LaRue

Date: 4/11/05

APR 11 2005
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2.5 To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize,

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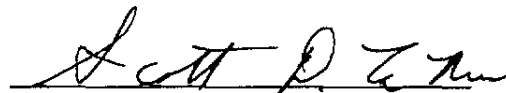
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The undersigned authorized representative has executed these Articles of Organization on this 11th day of April, 2005.

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Scott D. LaRue, Esq., authorized representative

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Scott D. LaRue
Scott D. LaRue

Date: 4/11/05

05 APR 14 PM 4:26
TALLAHASSEE, FLORIDA