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**LIMITED LIABILITY COMPANY**

**AGUA AZUL HOLDINGS, LLC**

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ARTICLES OF ORGANIZATION  
OF  
AGUA AZUL HOLDINGS, LLC

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

ARTICLE I -- NAME

The name of the limited liability company shall be AGUA AZUL HOLDINGS, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Tricia J. Pallak at 13500 Tamiami Trail North, Naples, Florida 34110.

ARTICLE III -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Tricia J. Pallak at 13500 Tamiami Trail North, Naples, Florida 34110.

ARTICLE IV -- MANAGEMENT

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. The initial manager of the Company shall be Tricia J. Pallak at 13500 Tamiami Trail North, Naples, Florida 34110.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Naples, Florida, on this 31 day of May, 2005.

MEMBER OR AUTHORIZED REPRESENTATIVE OF  
A MEMBER:


  
\_\_\_\_\_  
Tricia J. Pallak, Member

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**AGUA AZUL HOLDINGS, LLC**

**ACCEPTANCE OF REGISTERED AGENT**

Tricia J. Pallak located at 13500 Tamiami Trail North, Naples, Florida 34110, being named in the Articles of Organization of AGUA AZUL HOLDINGS, LLC, as the registered agent of the limited liability company, hereby consents to accept service of process for the limited liability company at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By her authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties. By her authorized signature below, the registered agent signifies that she is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

  
Tricia J. Pallak, Registered Agent

Date: 5-31-05

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