

Sent by: FISHER, TOUSEY, LEAS & BALL
Division of Corporations

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06/24/05 2:35PM; JetFax #900; Page 1/5

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Florida Department of State
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From:

Account Name : FISHER, TOUSEY, LEAS & BALL
Account Number : I19990000021
Phone : (904) 356-2600
Fax Number : (904) 355-0233

LIMITED LIABILITY COMPANY

The 789 Bluff, LLC

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**ARTICLES OF ORGANIZATION
OF
THE 789 BLUFF, LLC**

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

ARTICLE I

NAME

The name of the limited liability company shall be The 789 Bluff, LLC (the "Company"). The mailing and street address of the principal office of the Company in Florida shall be 315 Porpoise Point Drive, St. Augustine, Florida 32084.

ARTICLE II

DURATION

The Company's existence shall commence on the date these Articles of Organization are filed by the Florida Department of State and shall continue perpetually or until dissolved in accordance with these Articles of Organization adopted by the members.

ARTICLE III

PURPOSES AND POWERS

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are: John M. Vassallo, 315 Porpoise Point Drive, St. Augustine, Florida 32084.

EFFECTIVE DATE
6/21/05

FILED
05 JUN 24 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V**ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

ARTICLE VI**ADMISSION AND WITHDRAWAL OF MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company.

ARTICLE VII**TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

ARTICLE VIII**MANAGER**

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement.

ARTICLE IX**DURATION**

The Company shall exist perpetually. Corporate existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

FILED
05 JUN 24 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 21 day of June, 2005.



John M. Vassallo

FILED
05 JUN 24 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Florida Statutes, The 789 Bluff, LLC, a Florida limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the limited liability company is: The 789 Bluff, LLC.
2. The name and address of the registered agent and office are: John M. Vassallo, 315 Porpoise Point Drive, St. Augustine, Florida 32084.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-named 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 am familiar with and accept the obligations of my position as registered agent, as provided for in the Florida Limited Liability Company Act.

DATED: This 21 day of June, 2005.



John M. Vassallo