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THE HODGES

LIMITED LIABILITY COMPANY

East Bay Holdings, LLC

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A W O F F I C E S WARD • DAMON & POSNER

PROFESSIONAL ASSOCIATION

4420 BEACON CIRCLE WEST PALM BEACH, FL 33407 TEL: (561) 842-3000 • FAX: (561) 842-3626

FACSIMILE TRANSMISSION INFORMATION SHEET

Date:

July 7, 2005

To:

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From:

Michael J Posner, Esquire

Re:

H050001648223

Bastbay Holdings, LLC

MESSAGE

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Notice: The pages accompanying this facsimile transmission contain information from the law firm of Ward, Damon & Posner, P.A., which is confidential or privileged. The information is intended to be for the use of the individual or entity named on this cover letter. If you are not the intended recipient, be aware that any disclosure, copying, distribution or use of the contents of this information is prohibited. If you have received this facsimile in error, please notify us by telephone immediately so that we can arrange for the retrieval of the original documents at no cost to you.

Fax Audit No.: H05000164822 3

ARTICLES OF ORGANIZATION OF EAST BAY HOLDINGS, LLC

THE UNDERSIGNED, pursuant to the Florida Limited Liability Company Act, adopts the following Articles of Organization for such Limited Liability Company:

ARTICLE I - NAME

The name of this Limited Liability Company is: East Bay Holdings, LLC.

ARTICLE II - DURATION

The duration of this Limited Liability Company is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Limited Liability Company is organized is to engage in any lawful act or activities for which limited liability companies may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF LIMITED LIABILITY COMPANY

The mailing address of the business of this Limited Liability Company is 631 US Highway One, Suite 400, North Palm Beach, Fl 33408, and the principal place of business of this Limited Liability Company is 631 US Highway One, Suite 400, North Palm Beach, Fl 33408.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Limited Liability Company's initial registered office in Florida is 4420 Beacon Circle, Suite 100, West Palm Beach, Florida 33407 and the name of its initial registered agent at that address is Philip H. Ward, III, Esq.

Prepared by: Michael J Posner, Esq. 4420 Beacon Circle, Suite 100 West Palm Beach, Florida 33407 Bar No: 525685 • Phone: 561/842-3000

Fax Audit No.: H05000164822 3

Fax Audit No.: H050001648223

<u>ARTICLE VI - MANAGEMENT</u>

The Limited Liability Company is to be managed by one or more managers and is therefore a manager - managed limited liability company. The names and addresses of the initial managers are as follows:

David Decker

631 US Highway One, Suite 400, North Palm Beach, Fl 33408

Richard V. Reikenis

701 Warren Dr., Jupiter, Fl

DATED this 7th day of July, 2005.

Michael J Posner, Authorized Representative (In accordance with Florida Statutes §608.408(3) the execution of this document constitutes an affirmation under penalties of perjury that the facts

stated herein are true.)

STATE OF FLORIDA; COUNTY OF PALM BEACH) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael J Posner, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of July,

Sign:

2005.

Notary Public

My Commission Expires:

CHRISTINA ZENGMAN
MY COMMISSION # DD 194513
EXPIRES: July 17, 2007
Booker That Makes Public Letters for

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Prepared by: Michael J Posner, Esq. 4420 Beacon Circle, Suite 100 West Palm Beach, Florida 33407

Bar No: 525685 • Phone: 561/842-3000

Fax Audit No.: H05000164822 3

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for East Bay Holdings, LLC, at the initial registered office of the Limited Liability Company in this State designated in its Articles of Organization, 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, Florida Statutes.

Date: July 7, 2005

Philip H. Ward, III

4420 Beacon Circl€

West Palm Beach, Florida 33407