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To:

Division of Corporations

Fax Number : (850)205-0383

CELVED L 19 PM 1:56 N CF CORPORATION

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone : (305)634-3694 Fax Number : (305)633-9696

LIMITED LIABILITY COMPANY

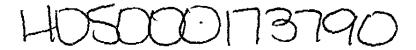
bayline development, I.l.c.

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# ARTICLES OF ORGANIZATION OF BAYLINE DEVELOPMENT, L.L.C.

## ARTICLE I - NAME

The name of the Limited Liability Company is BAYLINE DEVELOPMENT, L.L.C.

## ARTICLE II - DURATION

The Limited Liability Company shall have perpetual existence commencing on the date of filing.

#### ARTICLE III -PURPOSE

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

#### ARTICLE IV - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this Limited Liability Company is Kirk D. De Leon, 44 West Flagler Street, Suite 325, Miami, Florida 33130-6812.

## ARTICLE V - PRINCIPAL OFFICE OF THE COMPANY

The principal office of this Limited Liability Company shall be 4420 North Bay Road, Miami Beach, Florida 33140-2857.

## ARTICLE VI - MEMBER

The sole Member of this Limited Liability Company is:

Name: Kenneth Ubertino

#### ARTICLE VII - MANAGEMENT

The Limited Liability Company is to be Managed by one manager and is therefore a manager-managed company.

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Bayline Development, L.L.C. Articles of Organization Page 2

The initial manager of the Limited Liability Company is:

Kenneth Ubertino

## ARTICLE VIII - OPERATING AGREEMENT

The initial Operating Agreement of this Limited Liability Company shall be adopted by the initial Manager.

# ARTICLE IX - INDEMNIFICATION

The Limited Liability Company shall indemnify and defend any Member, Manager or Managing Member or any former Member, Manager or Managing Member to the full extent permitted by law.

## ARTICLES X - AMENDMENT

This Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, in accordance with the provisions of the Florida Statutes.

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

Dated this 18th day of Tuly 2006.

Kenneth Übertino

STATE OF FLORIDA) COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Kenneth Ubertino, who is personally known to me or who has provided a Florida Drivers license as identification to verify identity, and he subscribed the above Articles of Organization and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

 **№**.9 ынтот

HO500013700 Expline Development Corp., L.L.G. Articles of Organization

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Man-Dude County, Florida, this 8 day of 1994 2005.

My Commission Expires:

NODARY PUBLIC-STATE OF PLORIDA
Kirk Deleon
Commission # DD435182
Rapires: JUN 16, 2009
Dended Thru Adamtic Bonding Co., Sec.

Notary Public of the State of Florida at Large

## CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF CHAPTER 608 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

- The name of the Limited Liability Company is: Bayline Development, L.L.C.
- The name and address of the registered agent and office is:

Kirk D. De Leon, Esq. Courthouse Tower 44 West Flagler Street, Suite 325 Miami, Florida 33130-6812

The undersigned hereby accepts to act in the capacity of Registered Agention Bayline. Development, L.L.C., and further agrees to comply with the provisions of statutes relative to the proper and complete discharge of his/her duties.

Dated this 17 day of July 2005.

Kirk D. De Loon

This instrument prepared by: Kirk D. De Leon, Esq. 44 West Fizgler Street Suite 325 Mamil. Florida. 33130 (305) 374-5494 Florida Bar No.: 989959 GW8202034LCA010.002 wpd

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