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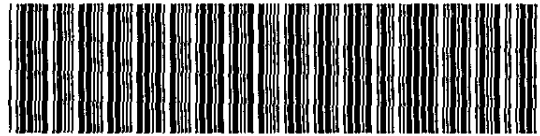
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TALLAHASSEE, FLORIDA

LC 08/08/05

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE ABYSS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

ANGELA HELMS
(Name of Person)

THE ABYSS, LLC
(Firm/Company)

121 BRISTOL STREET
(Address)

SEBASTIAN, FLORIDA 32963
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

ANGELA HELMS at (772) 581-5714
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|---|--|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
OF
THE ABYSS, L.L.C.**

The undersigned, acting as Organizers of a Florida Limited Liability Company under the Florida Limited Liability Company's Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization for such Limited Liability Company.

ARTICLE I

NAME

The name of the Limited Liability Company is THE ABYSS, L.L.C.

ARTICLE II

DURATION

The Limited Liability Company shall be perpetual from the date of filing these Articles of Organization with the Department of State.

ARTICLE III

PURPOSE

The Limited Liability Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be authorized under the laws of the State of Florida.

ARTICLE IV

**PLACE OF BUSINESS AND REGISTERED OFFICE
INITIAL REGISTERED AGENT**

The initial address of the place of business and the initial mailing address of the Limited Liability Company is 121 Bristol Street, Sebastian, Florida 32958, and its registered agent is Angela Helms, 121 Bristol Street, Sebastian, Florida 32958.

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ARTICLE V

DESCRIPTION OF CASH AND OTHER PROPERTY CONTRIBUTED

The members shall contribute as capital contribution to the Limited Liability Company the sum of 1,000.00. The members shall not be required to make any additional contributions to the Limited Liability Company except upon call of the company as provided for in the regulations

ARTICLE VI

ADDITIONAL MEMBERS

Additional members may be admitted to the Limited Liability Company upon unanimous vote of the members or in accordance with the regulations of the Limited Liability Company as adopted from time to time. The interest of a member of the Limited Liability Company who dies may pass to his heirs without the consent of the other members in accordance with the regulations of the Limited Liability Company as adopted from time to time.

ARTICLE VII

WITHDRAW OF A MEMBER

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or the occurrence of any other events which terminates the continued membership of a member in the Limited Liability Company, the Company will continue to conduct its business and the membership of the withdrawing member shall be transferred in accordance with the regulations of the Limited Liability Company as adopted from time to time.

ARTICLE VIII

MANAGEMENT AND OWNERSHIP INTEREST

The Limited Liability Company is to be managed by one manager who must be a member and is, therefore, a manager-managed company. The initial member-manager ANGELA HELMS,

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121 Bristol Street, Sebastian, FL 32958.

The names, addresses, and percentages of ownership interest of each of the members are set forth below.

ANGELA HELMS, 121 Bristol Street, Sebastian, FL 32958 100%

ARTICLE IX
ADOPTION OF REGULATIONS

Regulations governing the Limited Liability Company will be adopted, modified, amended or rescinded only upon a majority of the members.

ARTICLE X
AMENDMENTS TO ARTICLES OF ORGANIZATION

These Articles of Organization may be amended, modified, or rescinded only upon a unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 21st day of July, 2005.



ANGELA HELMS
Member

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of THE ABYSS, L.L.C., as made in the foregoing Articles of Organization dated July 21st, 2005.


ANGELA HELMS

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