

Division of Corporations

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Account Number : 110263002111  
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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**Shoal Bay Investments, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
SHOAL BAY INVESTMENTS, LLC**

These Articles of Organization of **SHOAL BAY INVESTMENTS, LLC**, under Florida Statutes Chapter 608 (the "Act"), are made and entered into as of the 8<sup>TH</sup> day of Septneber, 2005.

1. Name. The name of the limited liability company is **SHOAL BAY INVESTMENTS, LLC**

2. Duration. The company shall have a duration of thirty (30) years from the date hereof, unless earlier terminated in accordance with Florida Statutes Chapter 608.

3. Address. The address of the company's principal office and mailing address shall be:

**SHOAL BAY INVESTMENTS, LLC**  
1000 Brickell Ave, St.900  
Miami, Florida 33131

4. Registered Agent and Address. The initial registered agent of the company is Villanueva & Bajandas, LLP, the address of which is:

1000 Brickell Ave, St.1020  
Miami, Florida 33131

5. New Members. The members may admit new members upon agreement of the members upon terms determined hereafter by the members.

6. Continuation. Upon occurrence of an event listed in Florida Statute 608.407(1)(f),

Preparer:  
Ricardo Bajandas  
Villanueva & Bajandas, LLP.  
1000 Brickell Avenue, Suite 1020  
Miami, Florida 33131  
Ph. (305) 377-0809  
FL BAR NO. 0987750

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the then existing and/or non-bankrupt members may continue the business of the company, if all agree to do so.

7. Management. The company shall be managed by its designated manager, and authorized representative of the member(s), until the first annual meeting of the members or until a successor is elected and qualifies. The designated manager's name and address is as follows:

Michael Schwartz  
c/o Ricardo Bajandas, Esq.  
1000 Brickell Key Drive, St. 1020  
Miami, Florida 33131

8. Powers. This company shall have powers listed in Florida Statute 608.404.

9. Transferability. No member may transfer his, her or its interest in the company without the consent of the other members.

10. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the company.

11. Indemnification. The Company shall indemnify, and advance expenses, to the fullest extent authorized or permitted by the Act, to any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a manager or officer of the Company or is or was serving at the request of the Company as a manager or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Members of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a manager or officer of the Company, or any person who is or was serving at the request of the Company as a manager or officer of another corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

12. Arbitration. Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.

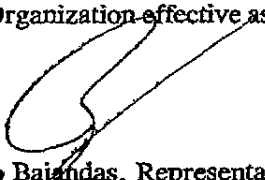
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The undersigned executed these Articles of Organization effective as of the date above first stated.

  
Ricardo Bajandas, Representative

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

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

**SHOAL BAY INVESTMENTS, LLC**

2. The name and address of the registered agent and office is:

**Villanueva & Bajandas, LLP  
1000 Brickell Ave, St. 1020  
Miami, Florida 33131**

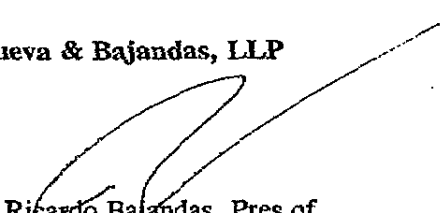
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated as of the 8<sup>th</sup> day of September, 2005.

SIGNED:

**Villanueva & Bajandas, LLP**

BY:

  
Ricardo Bajandas, Pres of  
Ricardo Bajandas, PA, a partner.

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