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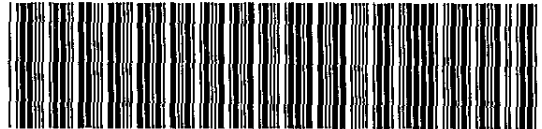
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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9/5/05
[Signature]

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 5160 Palm Shores Development Group, 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:

Dawn M. Starr

(Name of Person)

Harry R. Blackburn & Associates, P.C

(Firm/Company)

5160 N. Harbor City Blvd.

(Address)

Melbourne, Florida 32940

(City/State and Zip Code)

For further information concerning this matter, please call:

Dawn M. Starr

(Name of Person)

at (321) 751-8100

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
5160 PALM SHORES DEVELOPMENT GROUP, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies the following:

ARTICLE I
Name

The name of this limited liability company ("Limited Liability Company") is: **5160 PALM SHORES DEVELOPMENT GROUP, LLC**

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company will be: 5160 N. Harbor City Blvd., Melbourne, Florida 32940

ARTICLE III
Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent is:

Dawn M. Starr
5160 N. Harbor City Blvd.
Melbourne, Florida 32940

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 as provided for in Chapter 608, F.S.,


Dawn M. Starr, Registered Agent

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PALM BEACH, FLORIDA

ARTICLE IV
Management

The Limited Liability Company is to be managed by a manager, and the name and address of the initial manager who is to serve as manager pursuant to the Regulations of the Limited Liability Company ("Manager") until his successors are elected is:

Harry R. Blackburn, Esquire
5160 N. Harbor City Blvd.

The initial manager and all subsequent managers shall serve, be removed, and elected pursuant to the Regulations of the Limited Liability Company.

ARTICLE V
Admission of Additional Members

Additional Members will be admitted only upon the consent of the Members owning a majority of the Membership Units upon such terms as provided in the Regulations.

ARTICLE VI
Members' Rights to Continue Business

The remaining Members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 8th day of September, 2005.


Harry R. Blackburn, Manager

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