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LIMITED LIABILITY COMPANY**Beach Side Flats, LLC**

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ARTICLES OF ORGANIZATION
OF
BEACH SIDE FLATS, LLC

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

1.0 NAME.

The name of this Limited Liability Company is BEACH SIDE FLATS, LLC.

2.0 ADDRESS.

The mailing address of the Limited Liability Company is P. O. Box 627, Cape Canaveral, FL 32920, and the street address of the principal office of the Limited Liability Company is 401 Pierce Avenue, Cape Canaveral, FL 32920.

3.0 REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE.

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

Daniel P. Okray
401 Pierce Avenue
Cape Canaveral, FL 32920

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, Florida Statutes.


Daniel P. Okray

4.0 MANAGEMENT.

This Limited Liability Company shall be a member-managed company. A managing member may be selected from time to time in accordance with the terms and conditions of the Operating Agreement of this Company.

THIS INSTRUMENT PREPARED BY:
SCOTT KRASNY, ESQ.
304 S. Harbor City Boulevard
Suite 201
Melbourne, Florida 32901
(321) 723-5646
FL Bar No. 961231

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5.0 ADMISSION OF ADDITIONAL MEMBERS.

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be that no additional members shall be admitted to this Limited Liability Company without the consent of all of the then existing members.

6.0 MEMBERS' RIGHTS TO CONTINUE BUSINESS.

The right, if given, of the remaining members of the Limited Liability Company 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, shall be upon a sixty percent (60%) vote of the then remaining members.

IN WITNESS WHEREOF, the undersigned, a member of this Limited Liability Company, has subscribed to these Articles of Organization at Melbourne, Brevard County, Florida this 21st day of September, 2005.


Daniel P. Okray Managing Member

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