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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0383

EFFECTIVE DATE
10/6/05

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY

Breakwater, LLC

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Breakwater, LLC

Article II. Address

The Company's street and mailing address is:
Breakwater, LLC
3180 Fort Charles Drive
Naples FL 34102

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Julie M. Guerra
3180 Fort Charles Drive
Naples FL 34102

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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Jennifer E. Zakin, Esq. 1 FL Bar Member 0150894
Pratt & Bucher LLP
2255 Glades Road, Suite 125A
Boca Raton FL 33431
561-862-0480 x238

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

JULIE M. GUERRA
3180 Fort Charles Drive Naples FL 34102

Article VII. Company Existence

The Company's existence shall begin effective as of 10/6/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 10/6/2005.



JENNIFER E. ZAKIN, ESQ.

by D. Stoutt as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

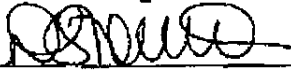
LIMITED LIABILITY COMPANY:

Breakwater, LLC

REGISTERED AGENT/OFFICE:

**Julie M. Guerra
3180 Fort Charles Drive
Naples FL 34102**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JULIE M. GUERRA
by D. Stoutt as attorney-in-fact

Date: 10/6/2005.

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