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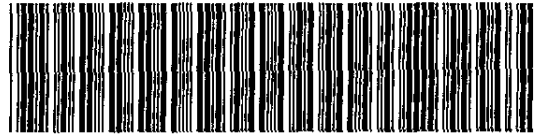
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 OCT 25 PM 2:39

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ocean Shore Motel & Villas, 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:

Mary Jennings
(Name of Person)

(Firm/Company)

Post Office Box 1246
(Address)

Gainesville, FL. 32602
(City/State and Zip Code)

For further information concerning this matter, please call:

Mary Jennings at (352) 376-0006
(Name of Person) (Area Code & Daytime Telephone Number)

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
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Ocean Shore Motel & Villas, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

1896 Ocean Shore Blvd
Ormond Beach, FL 32176

Mailing Address:

1896 Ocean Shore Blvd
Ormond Beach, FL 32176

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

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

Mary Jennings
Name

824 E University Avenue
Florida street address (P.O. Box NOT acceptable)

Gainesville, FLORIDA 32601
City, State, and Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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..

Mary Jennings
Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR _____

Eilon Krugman-Kadi
824 E. Unplenty Ave
Gainesville, FL 32601

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Eilon Krugman-Kadi
Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)