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LAW OFFICES
LES H. STEVENS, P.A.
4512 NORTH FLAGLER DRIVE
SUITE 201
WEST PALM BEACH, FLORIDA 33407
Telephone: (561) 840-8008
Facsimile: (561) 840-8929
E-Mail: lesstevens@earthlink.net

October 31, 2005

Via UPS Next Day Air
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: 305 Flagler, LLC./ Articles of Organization Incorporation

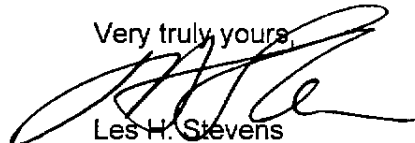
Gentlemen:

Enclosed are three (3) sets of the Articles of Organization for the above-referenced company, along with this firm's check in the sum of \$125.00, which represents the filing fee and fee for providing a certified copy of the filed document.

Please forward the Certificate of Incorporation to this office as soon as practicable. I have enclosed a UPS Airbill for your convenience.

Thank you for your assistance in this matter.

Very truly yours,



Les H. Stevens

LHS/ns
enclosures (check)

**ARTICLES OF ORGANIZATION
OF
305 FLAGLER, LLC, A LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the limited liability company is 305 FLAGLER, LLC (the "Company")

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 4512 North Flagler Drive, Suite 201, West Palm Beach, Florida 33407.

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE

Pursuant to the provisions of §608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

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

Mark R. May
4512 North Flagler Drive, Suite 201
West Palm Beach, Florida 33407

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.



Mark R. May

ARTICLE IV - DURATION

The term of the Company's duration is perpetual.

ARTICLE V - NATURE OF COMPANY BUSINESS AND POWERS

The general nature of the business to be transacted by this Limited Liability Company shall be:

A. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Limited Liability Company enumerated in these Articles of Organization, or any amendment thereof, necessary or incidental to the protection and benefit of this Limited Liability Company; and, in general,

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either alone or in association with other business entities or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Limited Liability Company.


B. To conduct and transact any business authorized and not prohibited by law.

ARTICLE V - MANAGEMENT


The Limited Liability Company is to be managed by the members, and is therefore a member-managed company.

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

In witness whereof, executed this 31 day of October, 2005.



Mark R. May, Member

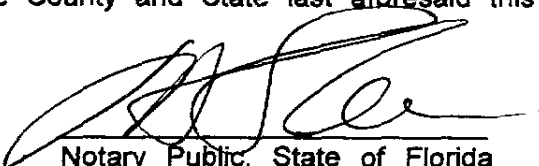


Michael Horowitz, Member

State of Florida)
)ss.
County of Palm Beach)

BEFORE ME, an officer authorized to administer oaths, appeared, Mark R. May and Michael Horowitz, [☒] who are personally known to me [☐] who presented _____ as identification to be the person described in and who executed the foregoing instrument, [☐] who took [☒] did not take an oath, and acknowledged before me that they executed the same on behalf of said company.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of October, 2005.



Notary Public, State of Florida
Print Name: Les H. Stevens

My Commission Expires:



Les H. Stevens
MY COMMISSION # DD088722 EXPIRES
March 5, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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