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LIMITED LIABILITY COMPANY**San Sebastian Harbor Project, LLC**

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**ARTICLES OF ORGANIZATION
OF
SAN SEBASTIAN HARBOR PROJECT, LLC**

The undersigned adopts the following Articles of Organization for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act.

ARTICLE I

Name

The name of the limited liability company (the "Company") is San Sebastian Harbor Project, LLC.

ARTICLE II

Duration

The Company shall have perpetual existence.

ARTICLE III

Mailing and Street Address of Principal Office

The mailing and street address of the Company's principal office is 101 South Victoria Park Road, Fort Lauderdale, Florida 33301.

ARTICLE IV

Name and Address of Registered Agent

The name of the Company's initial registered agent is Randy Herscovici. The street address of the registered agent is 101 South Victoria Park Road, Fort Lauderdale, Florida 33301.

ARTICLE V

Admission of New Members

The members shall have such rights to admit new members as provided in the Operating Agreement.

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ARTICLE VIContinuity of Business

The members shall have such rights to continue the business of the Company as may be provided in the Operating Agreement.

ARTICLE VIIManagement

The Company shall be a manager managed company. The initial manager shall be:

Randy Herscovici

101 South Victoria Park Road
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act, the undersigned has executed these Articles of Organization on this 16th day of November, 2005,


Randy Herscovici**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept my obligations as registered agent.

DATED this 16th day of November, 2005.


Randy Herscovici