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FLORIDA/FOREIGN LIMITED LIABILITY CO.

watercastle ten, llc

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(6)

ARTICLES OF ORGANIZATION

OF

WATERCASTLE TEN, LLC

ARTICLE I

NAME

The name of this limited liability company is

WATERCASTLE TEN, LLC

ARTICLE II

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

305 West Hallandale Beach Boulevard
Hallandale Beach, Florida 33009

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

Andrew D. Tarr, Esquire
305 West Hallandale Beach Boulevard
Hallandale Beach, Florida 33009

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated liability company, at place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper 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, F.S.

Registered Agent


ANDREW D. TARR

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ARTICLE IV

MEMBERS AND MANAGEMENT

The Limited Liability Company is to be managed by one manager and is therefore a manager - managed company. The initial manager member is Frank Savalli.

This limited liability company shall have the following members:

NAME	ADDRESS
Robert Wopperer	40 Pineview Drive Buffalo, New York 14228
John Wopperer	4639 Ring Necked Path Manlius, New York 14202
Bill & Donna Kissinger	103 Gull Landing Buffalo, New York 14202
Vic Dunn	43 Elmwood East Aurora, New York 14052
Jim & Karla Remington	6874 Sandhill Road Akron, New York 14001
Mort Wittlin	6653 Main Street Williamsville, New York
Paul & Theresa Hulub	47 Fenwick Road Tonawanda, New York 14150
Frank Savalli	2600 Island Boulevard Williams Island Unit 2205 Aventura, FL 33160

ARTICLE V

PURPOSE

This limited liability company is organized for the following purposes:

1. To own and operate a real estate and investments business.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VI

CONTRIBUTIONS/ALLOCATION OF PROFITS AND LOSSES AND DISTRIBUTIONS

The total amount of cash contributed to the limited liability company and the member contributing the cash is as follows:

NAME	AMOUNT
Robert Wopperer	\$12,000.00
John Wopperer	\$ 6,000.00
Bill & Donna Kissinger	\$12,000.00
Vic Dunn	\$12,000.00
Jim & Karla Remington	\$12,000.00
Mort Wittlin	\$12,000.00
Paul & Theresa Hulub	\$ 6,000.00
Frank Savalli	\$ 4,667.00

The members of the limited liability company have agreed to make the following additional contributions, which contributions, if any, shall be made upon the following terms and conditions:

None, provided that future contributions can be made as determined from time to time by the members.

Allocations of profits and losses and distributions shall be made in the following percentages:

Robert Wopperer	15.652%
John Wopperer	7.826%
Bill & Donna Kissinger	15.652%
Vic Dunn	15.652%
Jim & Karla Remington	15.652%
Mort Wittlin	15.652%
Paul & Theresa Hulub	7.826%

Frank Savalli

6.087%

ARTICLE VII

ADMISSION OF ADDITIONAL MEMBERS

The members of the limited liability company may admit additional members provided however that any such admission shall require the affirmative written consent of a majority of the membership interests of the limited liability company, and further provided however that the existing members shall have a first right of refusal to purchase additional membership interests which are first being offered to third parties on the same terms and conditions as those made to such third party within five (5) days written notification to such member of the third party offer.

ARTICLE VIII

VOTING

All members of the limited liability company shall be entitled to vote on matters relating to the limited liability company.

Each member's vote shall be weighted as follows:

NAME	PERCENTAGE
Robert Wopperer	15.652%
John Wopperer	7.826%
Bill & Donna Kissinger	15.652%
Vic Dunn	15.652%
Jim & Karla Remington	15.652%
Mort Wittlin	15.652%
Paul & Theresa Hulub	7.826%
Frank Savalli	6.087%

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ARTICLE IX

TERM OF EXISTENCE

This limited liability company shall have an existence commencing on the date of receipt of these Articles of Organization by the Secretary of State of Florida and shall continue perpetually.


In the event of 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 the remaining members shall have the right to continue the business of this limited liability company.

ARTICLE X

AMENDMENT

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, in the manner provided by law.

(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.)



Frank Savall, Member

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Sharon H. Hile
TALLAHASSEE, FLORIDA

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