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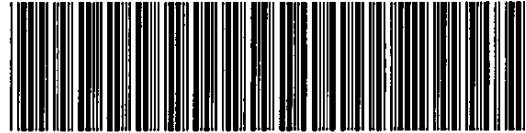
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May 26, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER(S):

Ocean & Beach Holdings VII, L.L.C.

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Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF ORGANIZATION
OF
OCEAN & BEACH HOLDINGS VII, L.L.C.
(a Florida Limited Liability Company)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that they have associated for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

ARTICLE I

(Name and Principal Place of Business)

The name of the limited liability company is OCEAN & BEACH HOLDINGS VII, L.L.C., and the mailing address and street address of its principal office is 4007 Indian River Drive East, Vero Beach, Florida 32963.

ARTICLE II

(Duration)

The limited liability company shall come into being upon the filing of the Articles of Organization with the Secretary of State, State of Florida, and shall have perpetual existence, unless earlier terminated by operation of law or as provided in these Articles or the Operating Agreement of the limited liability company.

ARTICLE III

(Initial Registered Office and Registered Agent)

The mailing address of the initial registered office, and principal place of business, of the limited liability company is 4007 Indian River Drive East, Vero Beach, Florida, 32963. The name of the company's initial registered agent at that address is Betty Reeves Bishop.

ARTICLE IV

(Membership Restrictions - Admissions)

Additional persons or entities may be admitted to the limited liability company as members upon the unanimous consent of the current members and on such terms and conditions as determined by the members and in accordance with these Articles and the Operating Agreement of the limited liability company.

ARTICLE V

(Right to Continue Business)

On the death, withdrawal, resignation, expulsion, bankruptcy or dissolution of

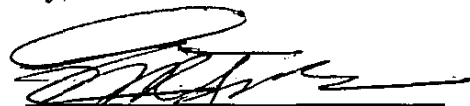
a member, or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the consent of a majority (or all) of the remaining members within ninety (90) days of the terminating or dissolving event.

ARTICLE VI
(Management)

The limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve until the first annual meeting of members are as follows: Emily Reeves Tremml at 3905 Indian River Drive East, Vero Beach, Florida 32963, and Betty Reeves Bishop, 4007 Indian River Drive East, Vero Beach, Florida, 32963.

IN WITNESS WHEREOF, the undersigned, being an original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of OCEAN & BEACH HOLDINGS VII, L.L.C.

Executed by the undersigned this 7 day of May, 2006.


Emily Reeves Tremml


Betty Reeves Bishop

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

In pursuance of Chapter 608.407(1)(d), of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is OCEAN & BEACH HOLDINGS VII, L.L.C.

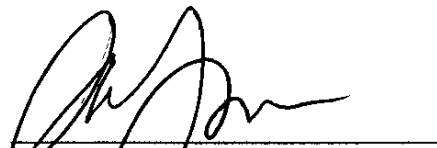
The name of the registered agent for OCEAN & BEACH HOLDINGS VII, L.L.C., is Betty Reeves Bishop, and the street address of the company's principal office where the agent is located is 4007 Indian River Drive East, Vero Beach, Indian River County, Florida, 32963.

This statement is to acknowledge that, as indicated above, OCEAN & BEACH HOLDINGS VII, L.L.C., has appointed me, Betty Reeves Bishop, as its Registered Agent to accept service of Process for the company at the place designated above in this certificate. I accept this 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.


Betty Reeves Bishop

5/24/06
Dated _____

The foregoing instrument was acknowledged before me this 24 day of May, 2006, by Betty Reeves Bishop on behalf of OCEAN & BEACH HOLDINGS VII, L.L.C., a limited liability company. She is personally known to me or has produced her driver's license as identification.



Notary Public
State of Florida
My Commission Expires:

