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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ocean palms real estate, l.l.c.

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**ARTICLES OF ORGANIZATION
OF
OCEAN PALMS REAL ESTATE, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be: **Ocean Palms Real Estate, L.L.C.** ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be: **28 Forest Court South, Hamden, CT 06518.**

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is:

**George W. Mathews III, Esq.
1325 So. Congress Avenue, Suite 104
Boynton Beach, Florida 33426**

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, F.S.



George W. Mathews III, Esq.
Registered Agent

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ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VII - MANAGEMENT

The Limited Liability Company is to be managed by its members and is, therefore, a member-managed company. The Name and address of the Managing Members are as follows:

James Illingworth, Managing Member, 28 Forest Court South, Hamden, CT 06518
 Anne Illingworth, Managing Member, 28 Forest Court South, Hamden, CT 06518
 Paul Raucci, Managing Member, 4100 No. Ocean Drive, #1801, Singer Island, FL 33404

James Illingworth
 Signature of a member or an authorized representative of a member
JAMES ILLINGWORTH

(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.

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