L06000067395

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000169069 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

```
To:
     Division of Corporations
     Fax Number      : (850)205-0383

From:
     Account Name    : STEWART & EVANS,P.A.
     Account Number  : I19990000118
     Phone           : (772)231-3500
     Fax Number      : (772)231-9876
```

Rejected

FLORIDA/FOREIGN LIMITED LIABILITY CO.

ELEGANCE BY THE SEA, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	$125.00

Electronic Filing Menu Corporate Filing Menu Help

June 29, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

STEWART & EVANS, P.A.

SUBJECT: ELEGANCE BY THE SEA, LLC
REF: W06000029424

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please change the registered agent acceptance to match the corporate name submitted.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6851.

Gina McLeod
Document Specialist

FAX Aud. #: H06000169069
Letter Number: 906A00042931

FILED
06 JUL -6 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
06 JUL -6 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

STEWART & EVANS, P.A.

SUBJECT: ELEGANCE BY THE SEA, LLC
REF: W06000029424

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6917.

Gretchen Harvey
Document Specialist Supervisor

FAX Aud. #: H06000169069
Letter Number: 406A00043494

LAW OFFICES
STEWART & EVANS, P.A.
POST OFFICE BOX 3345
VERO BEACH, FLORIDA 32964-3345

WILLIAM J. STEWART*
RALPH L. EVANS
JOHN MITCHELL STEWART
REBECCA EMMONS

3355 OCEAN DRIVE
VERO BEACH, FLORIDA 32963
TELEPHONE (772) 231-3500
TELEFAX (772) 231-9876
E-MAIL: stewartevans@st-ev.com

*BOARD CERTIFIED REAL ESTATE LAWYER

FILED
06 JUL -6 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FACSIMILE TRANSMITTAL SHEET

PLEASE DELIVER THE FOLLOWING PAGE TO:

NAME: **FL Dept. of State – Gretchen Harvey**

FACSIMILE NUMBER: **850-245-6917**

FROM: **REBECCA EMMONS, ESQ.**

DATE: **July 6, 2006**

RE: **Elegance by the Sea, LLC**

TOTAL NUMBER OF PAGES: (7) including this cover sheet

MESSAGE: **Attached please find the Articles of Organization, including the signature page. Also attached is your letter dated July 6, 2006.**

RECEIVED
06 JUL -6 AM 10:25
DIVISION OF CORPORATION

IF THERE ARE ANY PROBLEMS IN RECEIVING THIS TRANSMISSION, PLEASE CALL:
Carol at the office of Rebecca F. Emmons –772-231-3500, Ext. 15

ARTICLES OF ORGANIZATION
OF
ELEGANCE BY THE SEA, LLC

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby certifies that these Articles have been executed for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights and privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I - NAME

The name of the Limited Liability Company is:

ELEGANCE BY THE SEA, LLC

ARTICLE II - ADDRESS

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

2903 Cardinal Drive
Vero Beach, FL 32963

FILED
06 JUL -6 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

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

William J. Stewart, Esq.
Stewart & Evans, P.A.
3355 Ocean Drive
Vero Beach, FL 32963

H06000169069 3

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of **GRO, LLC** and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 608.

William J. Stewart, Esq.

06 JUL -6 AM 10: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLE IV – PURPOSES AND POWERS

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the ownership and operation of a retail business.

2. In general, to carry on any and all incidental business; to have and to exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth herein to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop,

FILED
06 JUL -6 AM 10:5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth herein, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE V – MANAGEMENT

This limited liability company shall be managed by the following Manager who shall be a member. The name and address of the Manager who shall serve as such until the first annual meeting of members or until her successors are duly qualified are as follows:

Victoria M. Lautenbach
281 Palm Island Lane
Vero Beach, FL 32963

H06000169069 3

FILED
06 JUL -6 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI – TRANSFER OF MEMBERSHIP INTERESTS

A member's interest is assignable in whole or in part. The assignee of a member's interests shall not become a member of the company upon assignment and is only entitled to receive the distributions and return of capital, and to be allocated any profits or losses to which the assigning member was entitled, to the extent assigned. An assignee may become a member upon the approval of the Manager and a majority of the members. If so admitted, the assignee shall have all the rights and powers and shall be subject to all the restrictions and liabilities of the assigning member.

ARTICLE VII – MEMBERSHIP CERTIFICATES

The company may, but is not obligated to, issue certificates of membership interest.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of **ELEGANCE BY THE SEA, LLC**.

Executed at Vero Beach, Indian River County, Florida on June 28th, 2006.

Victoria M. Lautenbach

Victoria M. Lautenbach, Managing Member

Bogna M. Linder

Bogna M. Linder, Member

H06000169069 3

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 28th day of June, 2006, by Victoria M. Lautenbach, who is personally known to me or who has produced Fla Drivers Lic as identification.

Notary Public of Florida
(Seal)

William John Stewart
My Commission DD195058
Expires March 30, 2007

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 28th day of June, 2006, by Bogna M. Linder, who is personally known to me or who has produced Fla Drivers Lic as identification.

Notary Public of Florida
(Seal)

William John Stewart
My Commission DD195058
Expires March 30, 2007

FILED
06 JUL -6 PM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA