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FLORIDA/FOREIGN LIMITED LIABILITY CO.

HARBAY, LLC

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BOOSE CASEY → #4213#43177#18502050383#
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ND.688 D002

**ARTICLES OF ORGANIZATION
OF
HARBAY, LLC**

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, et seq., Florida Statutes (the "Act"), does sign, acknowledge and deliver to the Secretary, Florida Department of State, these Articles of Organization.

ARTICLE I

Name

The name of the Limited Liability Company (the "Company") is HARBAY, LLC

ARTICLE II

Address

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

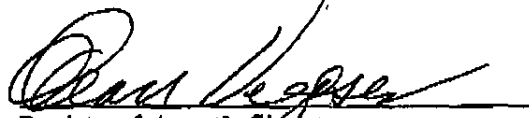
Harbay, LLC
c/o Alan Miller
350 Royal Palm Way, No. 401A
Palm Beach, Florida 33480

ARTICLE III

Registered Agent, Registered Office and Registered Agent's Signature

The name and the Florida street address of the Registered Agent is Dean Vegosen, Esq., Northbridge Tower I, 18th Floor, 515 North Flagler Drive, West Palm Beach, Florida 33401.

Having been named as Registered Agent and to accept service of process for the Company at the place designated in this Certificate, I 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.


Registered Agent's Signature
Dean Vegosen

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ARTICLE IV

Management

The Limited Liability Company is to be managed by the members and is, therefore, a member managed Company.

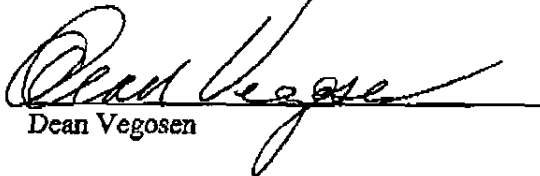
ARTICLE V

Assignment

Upon filing of these Articles of Organization with the Florida Department of State, the undersigned Member may assign all or a part of his membership rights in and to the Company to one or more members.

IN WITNESS WHEREOF, the undersigned has entered, executed and made these Articles of Organization as of this ___ day of July, 2006.

(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).


Dean Vegosen

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