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FLORIDA/FOREIGN LIMITED LIABILITY CO.**H2O Dreams International, LLC**

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CLIENT NO: 29573.00001

5 PAGES INCLUDING COVER

MESAGE:

ATTACHED FOR FILING ARE THE ARTICLES OF ORGANIZATION OF H2O DREAMS
INTERNATIONAL, LLC.

PLEASE CALL ME IF YOU HAVE ANY QUESTIONS.

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**ARTICLES OF ORGANIZATION
OF
H2O DREAMS INTERNATIONAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is H2O Dreams International, LLC (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing & Street Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing and street address of the Company's initial principal office is 2725 N.E. 10th Street, Pompano Beach, FL 33062.

Article IV
Initial Registered Office and Agent

The name of the initial registered agent of this Company is Louis Smith and the street address of the initial registered office of this Company is 2725 N.E. 10th Street, Pompano Beach, FL 33062.

THIS INSTRUMENT PREPARED BY:

1 Martin R. Press, Esq.
1 Gunster, Yoakley & Stewart, P.A.
1 600 B. Broward Blvd., Suite 1400
1 Fort Lauderdale, FL 33394
1 Telephone: (954) 468-1314
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Article V
Membership Certificates

(a) Each Member's interest in the Company may be evidenced by a membership participation certificate.

(b) No Member of this Company may transfer, sell or assign its Membership interest in the Company to any other person except as may be provided for in an Operating Agreement of the Company.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members with the consent of all of the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of the Members or as otherwise may be provided in an Operating Agreement of the Company.

Article VII
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Sole Member has executed these Articles on the 18th day of December, 2006.



LOUIS SMITH, Sole Member

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 18, 2006

✓ 

LOUIS SMITH, Initial Registered Agent

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