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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

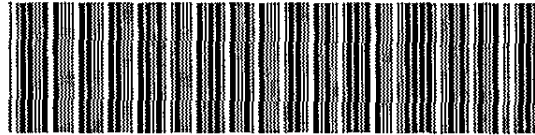
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TALLAHASSEE FLORIDA

JUDITH KENNEY & ASSOCIATES, P.A.

Law Offices

777 Brickell Avenue, Suite 1070 Miami, Florida 33131
Telephone (305) 373-7888 Facsimile (305) 373-3739
e-mail jkenney@jkalaw.com

January 10, 2007

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

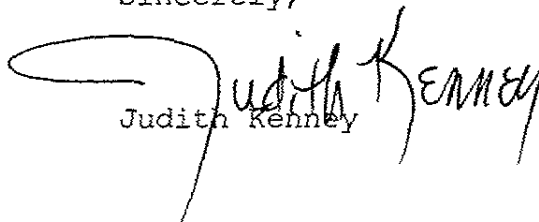
Ladies and Gentlemen:

Enclosed please find two original sets of the following document together with our check in the amount of the filing fee:

Basin Development Company, LLC
Articles of Organization \$125.00

I have also enclosed a self-addressed envelope for return of the file-stamped document.

Sincerely,


Judith Kenney

Enclosures

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ARTICLES OF ORGANIZATION

OF

Basin Development Company, LLC

The undersigned hereby files the following Articles of Organization, for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited liability company shall be:

BASIN DEVELOPMENT COMPANY, LLC

ARTICLE II

EXISTENCE AND DURATION

The existence of the limited liability company shall commence immediately upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE III

PURPOSE

This limited liability company is organized for the purpose of engaging in any and all businesses and activities permitted by the laws of the State of Florida, which business activities may include owning, holding, improving, using, dealing in, managing, selling, mortgaging, pledging, leasing, exchanging, transferring and disposing of property, both real and personal and wherever situated, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV

PRINCIPAL OFFICE

The mailing address and the street address of the principal office of this limited liability company shall be located at 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

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ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

Judith Kenney, Attorney
Judith Kenney & Associates, P.A.
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VI

MANAGEMENT

This company will be managed by the managing member who is:

Gregor Heilemann
6281 Bahia Del Mar Blvd.
Unit 105
St. Petersburg, FL 33715

ARTICLE VII

**RESTRICTIONS ON MEMBERSHIP AND
RIGHT TO CONTINUE AFTER WITHDRAWAL OF A MEMBER**

The managing member shall have the right to admit new members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of the managing member.

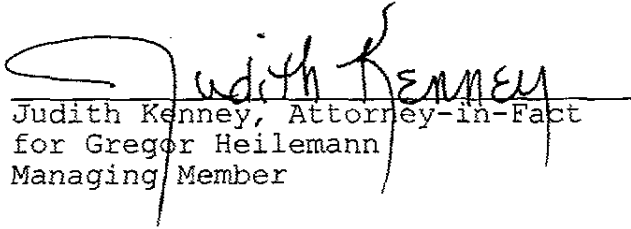
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall continue the business.

The undersigned, being the authorized representative of the managing member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of BASIN DEVELOPMENT COMPANY, LLC.

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Executed by the undersigned at Miami, Florida this 10th day of January, 2007.

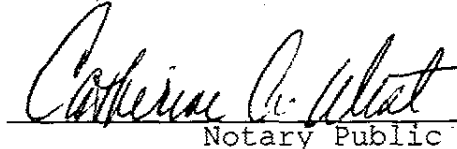

Judith Kenney, Attorney-in-Fact
for Gregor Heilemann
Managing Member

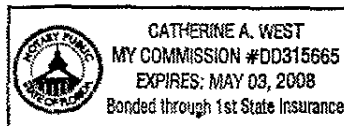
ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing was acknowledged before me this 10th day of January, 2007, by Judith Kenney, as Attorney-in-Fact for Gregor Heilemann. Judith Kenney is personally known to me and did not take an oath.

Witness my hand and official seal in the County and State last aforesaid this 10th day of January, 2007.


Notary Public



My commission expires:

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of BASIN DEVELOPMENT COMPANY, LLC, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by the Florida Statutes upon registered agents.

Dated this 14th day of January, 2007.


Judith Kenney
Registered Agent