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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Urban Blue Development, LLC

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ARTICLES OF ORGANIZATION
FOR
URBAN BLUE DEVELOPMENT, LLC
a Florida Limited Liability Company

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be URBAN BLUE DEVELOPMENT, LLC (the "Company").

ARTICLE II - ADDRESS

The initial street address of this Company is 72 Main Street, Suite B, Rosemary Beach, FL 32413 and the mailing address of this Company is P.O. Box 611097, Rosemary Beach, Florida 32461. J. Christopher Barr, 415 Beckrich Road, Suite 500, Panama City Beach, FL 32407 is hereby designated as registered agent for this Company.

Prepared by:
J. Christopher Barr, Esq. - Florida Bar #0017937
Burke Blue Hutchison Walters & Smith, P.A.
415 Beckrich Road, Suite 500
Panama City Beach, FL 32407
(850) 236-4444
(850) 236-1313 - Fax

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ARTICLE III - DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV - MANAGEMENT

The Company is to be managed by the Managing Members and the name and mailing address of the Initial Managing Members are:

NAME**ADDRESS**

UBD PARTNERS, LLC
A Florida limited liability company

P.O. Box 611266
Rosemary Beach, FL 32461

CARL INVESTMENTS, LLC
A Mississippi limited liability company

P.O. Box 956
Greenwood, MS 38930

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ARTICLE V - REGISTERED OFFICE AND AGENT

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

J. Christopher Barr, Esq.
415 Beckrich Road
Suite 500
Panama City Beach, FL 32407

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ARTICLE VI -- ADMISSION OF ADDITIONAL MEMBERS

A member's interest in the Company may be assigned in whole or in part. Assigned interests will be subject to the conditions, limitations and restrictions set forth in the Operating Agreement of this Company.

ARTICLE VII -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members may continue the Business on the death, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company pursuant to the Operating Agreement.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 1 day of June, 2007, for the purpose of forming this limited liability company under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Organization and certify that the facts herein stated are true.

Chm Barr
J. CHRISTOPHER BARR
BURKE BLUE HUTCHISON
WALTERS & SMITH, P.A.

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STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 1 day of June, 2007, by J. Christopher Barr, who is personally known to me.

(SEAL)



Margaret M. Clark
Margaret M. Clark (Print Name)
Notary Public
Serial # _____
My Commission Expires: _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that URBAN BLUE DEVELOPMENT, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 72 Main Street, Suite B, Rosemary Beach, FL 32413 has named J. Christopher Barr located at 415 Beckrich Road, Suite 500, Panama City Beach, FL 32407 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



J. CHRISTOPHER BARR

(Registered Agent)

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