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(City/State/Zip/Phone #)

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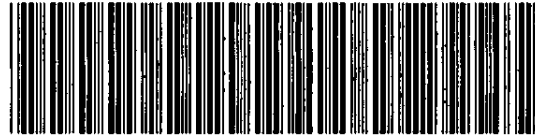
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NRC

LISA BRADEN, P.A.
4623 FOREST HILL BLVD., SUITE 111
WEST PALM BEACH, FLORIDA 33415
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Telephone: (561) 641-1888

June 18, 2007

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Flagler Real Estate Investments, LLC
Articles of Organization

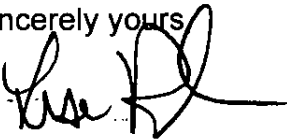
Dear Sirs:

Please find enclosed the original and one copy of the Articles of Organization for the above mentioned along with a check in the amount of \$155.00 for the filing of this document. This check represents \$100.00 filing fee; \$25.00 Designation of Registered Agent; and \$30.00 certified copy.

After filing this documents, please return a certified copy to our office.

If you have any questions, please give our office a call.

Sincerely yours

A handwritten signature in black ink, appearing to read 'Lisa Braden', with a stylized flourish at the end.

Lisa Braden

enclosures

ARTICLES OF ORGANIZATION

FOR

FLAGLER REAL ESTATE INVESTMENTS, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being the agent for the members and the organizer to these Articles of Organization does hereby form a Limited Liability Company under the provisions of the Florida Limited Liability Company Act.

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

The name of this limited liability company (hereinafter called "Company") shall be FLAGLER REAL ESTATE INVESTMENTS, LLC.

ARTICLE II - PURPOSE

The purpose of this Company shall be generally to engage in real estate management and investment.

ARTICLE III - MANAGEMENT OF THE BUSINESS

The business shall be managed by John D. O'Neill who is not a member of the business.

ARTICLE IV - TERM OF EXISTENCE

The existence of the Company shall commence as of the date and time upon which these Articles of Organization are filed with the Florida Department of State. This Company shall exist perpetually unless dissolved according to law.

ARTICLE V - MAILING ADDRESS AND STREET ADDRESS OF THE COMPANY

The mailing address and street address of the Company shall be:

44 Cocoanut Row, Ste. M-202
Palm Beach, Florida 33480

ARTICLE VI - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name of the initial registered agent of the corporation is John D. O'Neill. The street address of the registered agent is:

44 Cocoanut Row, Ste. M-202
Palm Beach, Florida 33480

IN WITNESS WHEREOF, I have executed these Articles of Organization on this

11th day of June, 2007.

John D. O'Neill
John D. O'Neill

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Subscribed ☒ sworn to and acknowledged before me by John D. O'Neill who is
☒ personally known to me or
☐ presented his driver's license number _____, issued by the State
of Florida as his personal identification
on this 11th day of June, 2007.

Dondra Coniglio
Notary Public Dondra Coniglio
State of Florida at Large

My Commission Expires:



Dondra Coniglio
Commission # DD229504
Expires July 6, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of Florida Statutes Section 608.415, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida and agrees to act in this capacity for the limited liability company named in the foregoing Articles of Organization. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned duties, and is familiar with and accepts the obligations of his position as registered agent.

On this 11th day of June, 2007.

John D. O'Neill
John D. O'Neill

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA