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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SEASHORE HOLDINGS GP, LLC

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ARTICLES OF ORGANIZATION OF

SEASHORE HOLDINGS GP, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is: SEASHORE HOLDINGS GP, LLC
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is:

c/o Beloff & Schwartz
1111 Lincoln Road
Suite 400
Miami Beach, Florida 33139

5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is:

GERALD K. SCHWARTZ, ESQ.
BELOFF & SCHWARTZ
1111 Lincoln Road
Suite 400
Miami Beach, Florida 33139

6. **Initial Members.** The name of the initial member of the limited liability company and his address is as follows:

MARIA LARA
c/o Beloff & Schwartz
1111 Lincoln Road
Suite 400
Miami Beach, Florida 33139

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the Operating Agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

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8. **Management.** The business of the Company shall be reserved to and conducted under the exclusive management of its Members according to the provisions of an Operating Agreement to be entered into by the members, and is therefore, a Member managed company.

Dated: June 26, 2007

By: 

GERALD K. SCHWARTZ, REGISTERED AGENT

(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.)

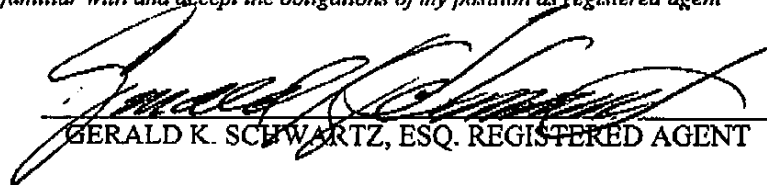
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1 The name of the limited liability company is: SEASHORE HOLDINGS GP, LLC.
- 2 The name and the Florida street address of the registered agent are:

GERALD K. SCHWARTZ, ESQ.
BELOFF & SCHWARTZ
1111 Lincoln Road
Suite 400
Miami Beach, Florida 33139

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby 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


GERALD K. SCHWARTZ, ESQ. REGISTERED AGENT