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(Requestor's Name)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

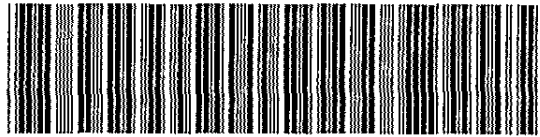
Special Instructions to Filing Officer:

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*LO7-50665
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10/11/07--01050--001 **125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7655 WEST GULF TO LAKE HWY.
SUITE 6
CRYSTAL RIVER, FLORIDA 34429

Law Office of
CARL A. BERTOCH
A Professional Association

PHONE: 352/564-8220

FAX: 352/564-0817

NEW EMAIL:

elfountain@tampabay.rr.com

October 10, 2007

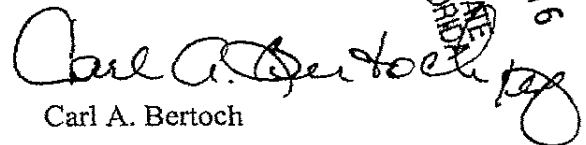
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Enclosed for filing with the Department are Articles of Organization of C&E L.L.C.
along with our check in the amount of \$125.00.

Please file these and return a copy of the filed Articles back to this office.

Thank you for your courtesies.

Sincerely yours,


Carl A. Bertoch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

CAB/lif



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 12, 2007

CARL A. BERTOCH
7655 WEST GULF TO LAKE HWY
STE 6
CRYSTAL RIVER, FL 34429

SUBJECT: C & E LLC
Ref. Number: W07000050665

We have received your document for C & E LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is 156459.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Regulatory Specialist II

Letter Number: 307A00060157

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
COHEN & ELLISON, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAMES AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Cohen & Ellison, L.L.C., and its principal office shall be located at 5838 Garcia Road, Homosassa, Florida 34448, County of Citrus, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in home building and land development activities.
2. To engage in any activity or business authorized under the Florida Statutes.
3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any

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persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by its members, whose names and addresses are as follows:

Don L. Ellison
5838 Garcia Road
Homosassa, Florida 34448

Samuel Cohen
PO Box 308
Homosassa, Florida 34487

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TALLAHASSEE, FLORIDA

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. 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 unanimous written consent of all members.

On 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 have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

\$5,000.00 shall be contributed to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

- (a) Profit Sharing. The members shall be entitled to the net profits from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on such date as determined by the members.
- (b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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TALLAHASSEE, FLORIDA

**ARTICLE IX
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**


~~The address of the initial registered office of the limited liability company is 7559 West 5838
CANE LANE HIGHWAY, Suite 500, Crystal River, County of Citrus, State of Florida and the
name of the company's initial registered agent at that address is Don L. Ellison
FL~~

The undersigned, being the original members of the limited liability company, certify that
this instrument constitutes the proposed Articles of Organization of ~~C&E L.L.C.~~ COHEN & ELLISON,

L.L.C.

Executed by the undersigned at Crystal River, Florida on October 9,
2007.


Don L. Ellison


Samuel Cohen

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TALLAHASSEE FLORIDA

The address of the initial registered office of the limited liability company is 5838
Garcia Road, Homosassa, County of Citrus, State of Florida, and the name of the
company's initial registered agent at that address is Don L. Ellison.

The undersigned, being the original members of the limited liability company,
certify that this instrument constitutes the proposed Articles of Organization of Cohen &
Ellison, L.L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

In compliance with Florida Statutes Section 608.407(2), the undersigned member of COHEN & ELLISON, ~~COE~~ L.L.C. deposes and says:

1. The limited liability company identified above has at least two (2) members.
2. The total value of the contributions by the members initially is \$5,000.00.


Don L. Ellison
Member

STATE OF FLORIDA

COUNTY OF CITRUS

COHEN & ELLISON

The foregoing instrument was acknowledged before me this 9th day of October 2007 by Don L. Ellison on behalf of ~~COE~~ L.L.C., a limited liability company, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC



Era L. Fountain
My Commission DD267074
Expires March 08, 2008

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SECRETARY OF STATE
FLORIDA

STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF CITRUS

Pursuant to the provisions of Section 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is ~~XXXXXX~~ COHEN & ELLISON, L.L.C.
COHEN & ELLISON, L.L.C.

The name of the registered agent for ~~XXXXXX~~ is Don L. Ellison and the street address of the registered agent is 5838 Garcia Road, Homosassa, Florida 34448.

This statement is to acknowledge that, as indicated above, ~~XXXXXX~~ COHEN & ELLISON, L.L.C. has appointed me, Don L. Ellison, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Date: 9 October 2007

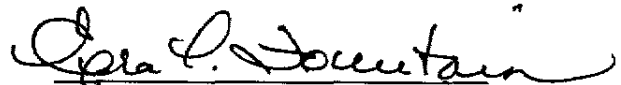

Don L. Ellison
Registered Agent

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CLERK OF CIRCUIT COURT
STATE OF FLORIDA

The foregoing instrument was acknowledged at the 9 day of October 2007 by Don L. Ellison, agent on behalf of ~~XXXXXX~~ COHEN & ELLISON, a limited liability company who is personally known to me or who produced _____ as identification.



Ers L. Fountain
My Commission DD267074
Expires March 08, 2008


NOTARY PUBLIC