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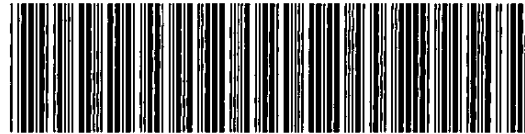
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DIVISION OF CORPORATIONS
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HAROLD E. WOLFE, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3306

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjr@ix.netcom.com

HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA
GEORGIA
ALABAMA

* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

* FLORIDA BAR BOARD

CERTIFIED ESTATE

PLANNING AND PROBATE

ATTORNEY

November 15, 2007

Florida Department of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Recording of the Articles of Organization**
for: OCEAN 111, LLC

Dear Sir/Madam:

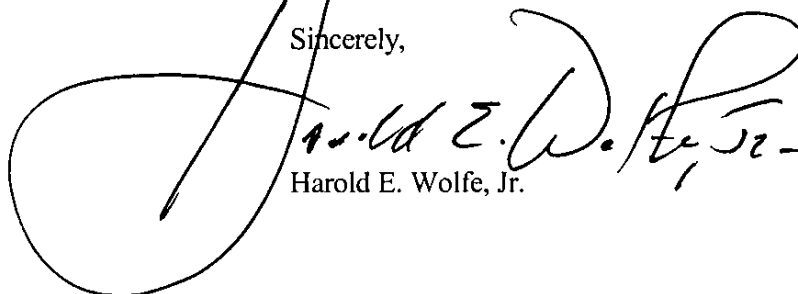
Enclosed please find the original and one (1) copy of Articles of Organization for OCEAN 111, LLC for filing in the public records. Also enclosed is a check in the amount of One Hundred Fifty-Five Dollars (\$155.00) representing the following fees:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Designation	<u>25.00</u>
Total	\$155.00

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,



Harold E. Wolfe, Jr.

HEW:fss

Enclosures

cc: Mr. Warren Potter
Mr. Brett Taylor

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION
07 NOV 19 AM 11:50

ARTICLES OF ORGANIZATION
OF

111 OCEAN, LLC

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "111 OCEAN, LLC".

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

6748 Brookhurst Circle
Lake Worth, Florida 33463

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered agent address in the State of Florida is: 2300 Palm Beach Lakes Blvd., Suite 302, West Palm Beach, FL 33409. The name of the registered agent at such registered office is: **HAROLD E. WOLFE, JR., ESQ.**

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member

in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by two (2) Managers, WARREN POTTER and BRETT TAYLOR, during their joint lifetimes and no other persons or individuals shall have the right to so manage this Limited Liability Company unless WARREN POTTER and BRETT TAYLOR, or their survivor, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by WARREN POTTER and BRETT TAYLOR jointly until both have resigned, died, or retired, or consent to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager, of WARREN POTTER and BRETT TAYLOR, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the names and addresses of the Managers of this Limited Liability Company are:

Name of Manager

Address

WARREN POTTER

6748 Brookhurst Circle
Lake Worth, Florida 33463

BRETT TAYLOR

6748 Brookhurst Circle
Lake Worth, Florida 33463

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Managers shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager or Managers herein named shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Manager or Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts

or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the ownership, investment in, purchase, sale and improvement of real estate and investments in other financial ventures.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable. The provisions of Chapter 608 of the Florida Statutes entitled the "Florida Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of any then adopted Operating Agreement.

IN WITNESS WHEREOF, the undersigned, Members of this limited liability company have executed these Articles of Organization on this 15th day of November, 2007.

111 OCEAN, LLC,
a Florida Limited Liability Company

By: 

WARREN POTTER
MEMBER

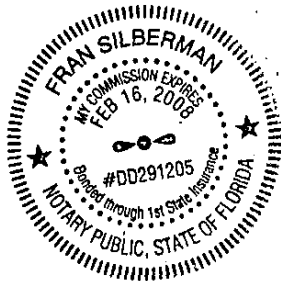
By: 

BRETT TAYLOR
MEMBER

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared
WARREN POTTER, the signor who appeared before me at the time of this notarization, and is
personally known to me or has produced _____ as identification
and is known to be the person described in and who executed the foregoing instrument and
acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this the 15th day of November, 2007.



Fran Silberman
Signature of Notary Public
Fran Silberman
Printed Name of Notary Public
Notary Public, State of Florida at Large

Serial Number of Commission

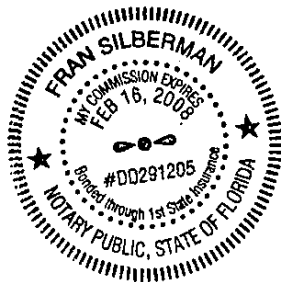
My Commission Expires:

[Affix Notarial Seal or Stamp]

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared
BRETT TAYLOR, the signor who appeared before me at the time of this notarization, and is
personally known to me or has produced _____ as identification
and is known to be the person described in and who executed the foregoing instrument and
acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this the 15th day of November, 2007.



Fran Silberman
Signature of Notary Public
Fran Silberman
Printed Name of Notary Public
Notary Public, State of Florida at Large

Serial Number of Commission

My Commission Expires:

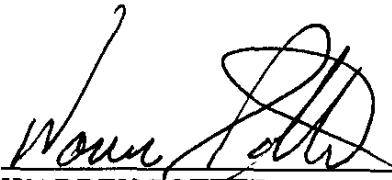
[Affix Notarial Seal or Stamp]

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **111 OCEAN, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Lake Worth, County of Palm Beach, State of Florida, has named **HAROLD E. WOLFE, JR., ESQ.** as its agent to accept service of process.

Signature: _____


WARREN POTTER

Signature: _____


BRETT TAYLOR

Title: _____

Incorporating Members

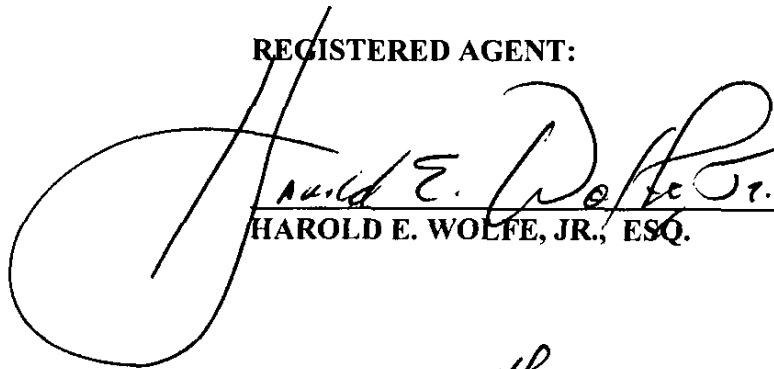
Date: _____

November 15th, 2007

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


HAROLD E. WOLFE, JR., ESQ.

November 15th, 2007
DATE