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FLORIDA/FOREIGN LIMITED LIABILITY CO.

BLUE WATER BILLS, LLC

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**ARTICLES OF ORGANIZATION
OF
BLUE WATER BILLS, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability company under the laws of the State of Florida do set forth the following:

ARTICLE I — Name:

The name of the Limited Liability Company is: BLUE WATER BILLS, LLC

ARTICLE II - Purpose:

The Limited Liability Company is organized to engage in any business permitted by the Florida Statutes and may purchase, acquire, buy, sell, mortgage, own, trade in, hold, develop, lease, manage, subdivide and otherwise deal in and with real property and improvements thereon and to engage in such other lawful activities as are reasonably necessary or incidental to that purpose.

ARTICLE III — Address:

The mailing address is c/o William Hulsizer, P.O. Box 4366, Ft. Lauderdale, FL 33338.

The street address of the principal office of the Limited Liability Company is 777 Bayshore Dr., #1406, Ft. Lauderdale, FL 33304.

ARTICLE IV - Registered Agent:

The name of the registered agent for BLUE WATER BILLS, LLC is Henry Weintraub, and the street address where the registered agent is located is 777 Bayshore Drive, Ft. Lauderdale, FL 33304.

ARTICLE V — Management:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is: William Hulsizer, 1237 Barrier Reef Crescent, Ladyville, Belize, Belize.

ARTICLE VI — Admission of Additional Members:

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

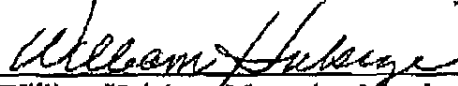
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IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 27th day of November, 2007.


William Hulsizer, Managing Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for BLUE WATER BILLS, LLC, at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act 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.

Dated November 27, 2007.


Henry Weintraub, Registered Agent

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