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ARTICLES OF ORGANIZATION OF BEACHSIDE 516, LLC

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 NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **BEACHSIDE 516**, LLC, and its principal office shall be located at 3841 N. Roosevelt Blvd., Unit 516, Key West, Florida 33040; but, it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be 23 Aster Terrace, Key West, Florida 33040.

ARTICLE II MANAGEMENT

This is a manager-managed company; therefore, management of this limited liability company is reserved to two (2) managers, whose names and addresses are as follows:

Erica N. Hughes-Sterling 23 Aster Terrace Key West, FL 33040 Barry Barroso 1014 White Street, Rear Key West, FL 33040

ARTICLE VII INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 12 Aster Terrace, Key West, Florida 33040, and the name of the company's initial registered agent at that address is Erica N. Hughes-Sterling.

The undersigned as original members of the limited liability company, executed these Articles of Organization of Beachside 516, LLC, on this 29 day of February, 2008.

WITNESSES:

IAGER MEMBEI a N. Hughes-Sterling പപ്പെ (

Barroso

Page 2

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

WITNESS:

Dae Saniste

REGISTERED AGENT: Brica? Hughes-Sterlin