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**CHIUMENTO
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March 27, 2008

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

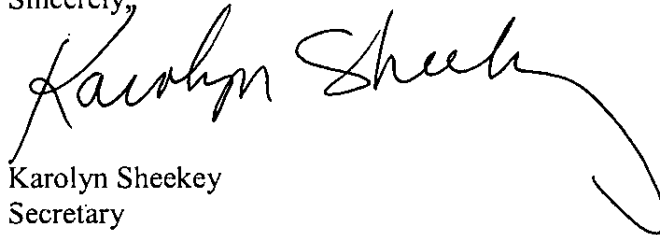
Re: Flagler Oceanfront, LLC

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Organization concerning Flagler Oceanfront, LLC, together with our firm's check in the amount of \$155.00 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,



Karolyn Sheekey
Secretary

encl.

ARTICLES OF ORGANIZATION
FOR
FLAGLER OCEANFRONT, L.L.C.
a Florida Limited Liability Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
08 MAR 31 PM 4: 04

The undersigned, an authorized representative of a Member, desiring to form a limited liability company under and pursuant to Florida Statute 608, entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I - NAME

The name of this company shall be FLAGLER OCEANFRONT, LLC ("Company").

ARTICLE II - DURATION\CONTINUATION

The duration of this limited liability company is perpetual from the date of commencement of the limited liability company's existence. The date and time of commencement of the limited liability company's existence is the time of filing of its original Articles of Organization by the Department of State of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The street and mailing address is 3423 North Oceanshore Blvd., Flagler Beach, FL 32136.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office for this company is as follows: Chiumento & Guntharp, P.A., 4 Old Kings Road North, Suite B, Palm Coast, FL 32137.

ARTICLE V - MEMBERS

The initial members of the limited liability company are as follows:

Gregory A. Johnston	3423 North Oceanshore Blvd. Flagler Beach, FL 32136
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Margaret W. Johnston	3423 North Oceanshore Blvd. Flagler Beach, FL 32136
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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company in the manner set forth in the regulations of this Company.

ARTICLE VII - MANAGEMENT

The business of the Company shall be managed by a manager or managers, who shall be a member or members and is, therefore, a member-manager managed Company. The manager is as follows:

<u>Name</u>	<u>Address</u>
Gregory A. Johnston	3423 North Oceanshore Blvd. Flagler Beach, FL 32136

ARTICLE VIII - AMENDMENT

Any amendments to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE IX - INDEMNIFICATION

Each individual or entity who is or was a member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred by this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member of officer existing at the time of such repeal or amendment.

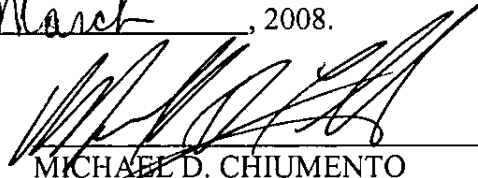
ARTICLE X – ADOPTION OF OPERATING AGREEMENT

The Company may adopt an Operating Agreement for the Company, which Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.

ARTICLE XI - INFORMAL ACTION OF MEMBERS

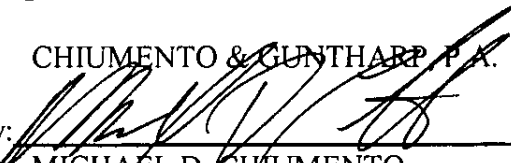
Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a Member has hereunto set his hand and seal this 26 day of March, 2008.



MICHAEL D. CHIUMENTO
Authorized Representative of a Member

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.

CHIUMENTO & GUNTHER, P.A.
By: 

MICHAEL D. CHIUMENTO
REGISTERED AGENT
DATE: 3/26/08