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FLORIDA/FOREIGN LIMITED LIABILITY CO.

INNOVATIVE CAPITAL CLUB AT CEDAR KEY LLC

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**ARTICLES OF ORGANIZATION
OF
INNOVATIVE CAPITAL CLUB AT CEDAR KEY LLC**

ARTICLE I

Name

The name of this limited liability company is INNOVATIVE CAPITAL CLUB AT CEDAR KEY LLC (hereinafter "the Company").

ARTICLE II

Address

The Principal Office and Mailing Address is: 1680 Michigan Avenue Suite 1016
Miami Beach, FL 33139

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Albert J. Lazo, P.A.
1680 Michigan Avenue Suite 1016
Miami Beach, FL 33139

ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

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ARTICLE VI

Authorized Representative and Organizer

The name and street and mailing address of the person signing these Articles as Authorized Representative and Organizer is:

Albert J. Lazo, Esq.
Albert J. Lazo, P.A.
1680 Michigan Avenue Suite 1016
Miami Beach, FL 33139

ARTICLE VII

Management

The Company will be managed by at least one (1) independent manager and is, therefore, a manager-managed company. The initial manager shall be:

AO MANAGEMENT LLC
1680 Michigan Avenue Suite 1016
Miami Beach, FL 33139

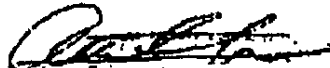
ARTICLE VIII

Effective date

The effective date of this Company is April 2, 2008.

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In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Albert J. Lazo, Authorized Representative

AUTHORIZED REPRESENTATIVE AND ORGANIZER

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 4th day of April 2008.



Albert J. Lazo, Esq.


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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of Innovative Capital Club at Cedar Key LLC named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 4th day of April 2008.

By:


Albert J. Lazo, President
Albert J. Lazo, P.A.

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