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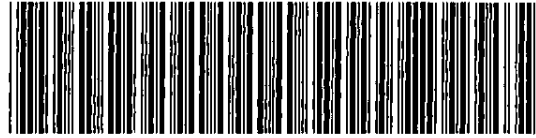
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TALLAHASSEE, FLORIDA

T. CLINE

MAY - 1 2008

EXAMINER

LAW OFFICES
BURROWS & JESTER, P.A.

150 FORTENBERRY ROAD, SUITE B

P.O. BOX 541196

MERRITT ISLAND, FLORIDA 32954-1196

TELEPHONE 321-453-2190

FACSIMILE 321-454-3929

E-MAIL BurrowsandJester@aol.com

TOM G. BURROWS
JERRY L. JESTER

RUTH A. SCOTT
PROBATE PARALEGAL

April 29, 2008

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: ATLANTIS REAL ESTATE, LLC
A Florida Limited Liability Company

Dear Sir or Madam:

Enclosed please find Articles of Organization including Acceptance of Registered Agent for Atlantis Real Estate, LLC to be filed. A copy of the Articles for you to conform and return to this office is enclosed with a self-addressed, stamped envelope.

Our check payable to the Secretary of State in the amount of \$155.00 representing \$100.00 for filing the Articles of Organization and \$25.00 for Designation of Registered Agent, is also enclosed.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,


Jerry L. Jester

rs
Enclosures
cc: Thad A. Terry, Jr.

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ARTICLES OF ORGANIZATION
OF
ATLANTIS REAL ESTATE, LLC
A Florida Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be ATLANTIS REAL ESTATE, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 5600 N. U.S. Hwy. #1, Cocoa, Florida 32927.

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are THAD AUBRIDGE TERRY, JR., 5600 N. U.S. Hwy. #1, Cocoa, Florida 32927.

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ARTICLE V - PURPOSE

The purpose of this company may include the transaction of any and all lawful business for which limited liability companies may be organized in the State of Florida; specifically including, but without limitation, the acquisition, development, operation, management, sale and leasing of real estate.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VII- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continue membership of a member in the company, unless the

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business of the company is continued by 51% majority vote of all the remaining members.

ARTICLE X - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the company is:

NAME

ADDRESS

Thad Aubridge Terry, Jr. 5600 N. U.S. Hwy. #1, Cocoa, FL 32927

ARTICLE XI - POWERS

The LLC shall have all powers authorized by Florida Statute 608.404 which includes, without limitation, the powers to acquire and convey real and personal property, to make contracts, execute and deliver deeds, leases, mortgages, borrow money and secure its obligations.

ARTICLE XII - PROFITS AND LOSSES

Members shall share profits and losses of the LLC in the same percentages as their capital contributions bear to the total of contributed capital, or as may be set forth in the Operating Agreement signed by the members.

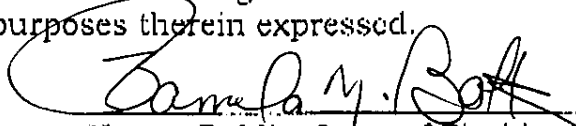
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed to these Articles of Organization at Cocoa, Florida, on this 28th day of April, 2008.

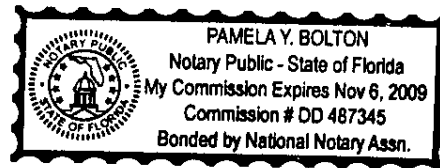

Thad Aubridge Terry, Jr.

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STATE OF FLORIDA
COUNTY OF BREVARD

Acknowledged before me on this 28 day of April, 2008
by Thad Aubridge Terry, Jr., who is personally known to me, or who has
produced a Florida Driver's License as identification, and who executed the
foregoing Articles of Incorporation and he acknowledged to and before me that
he executed said instrument for the purposes therein expressed.


Notary Public, State of Florida



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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, ATLANTIS REAL ESTATE, LLC, a Florida Limited Liability Company, submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is ATLANTIS REAL ESTATE, LLC.

2. The name and street address of the registered agent in Florida is

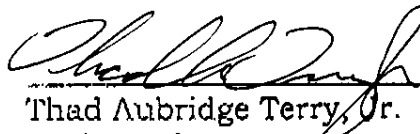
NAME

ADDRESS

Thad Aubridge Terry, Jr.

5600 N. U.S. Hwy. #1, Cocoa, FL 32927

The undersigned, being the person named in the Articles of Organization of ATLANTIS REAL ESTATE, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointments as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the property and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Thad Aubridge Terry, Jr.
Registered Agent

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