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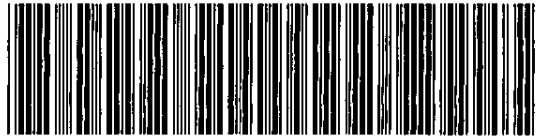
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(Business Entity Name)

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(Document Number)

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TALLAHASSEE, FLORIDA

**T. HAMPTON**

NOV - 7 2008

**EXAMINER**

**LAW OFFICES**  
**BERNSTEIN HODSDON TANNEN & KORN, P.A.**  
5295 Town Center Road, Suite 300  
Boca Raton, Florida 33486  
[www.delraybeach-bocaraton-attorney.com](http://www.delraybeach-bocaraton-attorney.com)

ROBERT E. KORN

ALBERT B. BERNSTEIN (1898-1989)  
NICHOLAS HODSDON (1905-2000)  
HAROLD TANNEN (1915-1995)

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October 30, 2008

Florida Secretary of State  
Registration Section  
Division of Corporations  
P.O. Box 63227  
Tallahassee, FL 32314

**Re: BALLAST KEY, LLC**

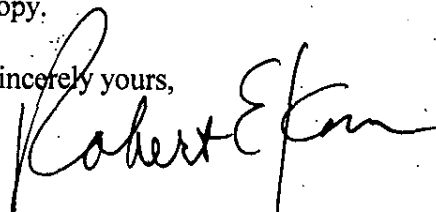
Dear Sir:

In order to register the above Florida limited liability company, enclosed are the following:

1. Articles of Organization, with Certificate of Designation of Registered Agent/Registered Office attached.
2. Our trust account check in the sum of \$155.00 to cover the filing fees (\$125), and the cost of one certified copy (\$30) of the Articles of Organization.

Please return to me your acknowledgment of the registration, along with the requested certified copy.

Sincerely yours,



ROBERT E. KORN, ESQ.

REK:crk  
Enclosures

This instrument was prepared by:  
ROBERT E. KORN, ESQ.  
Bernstein Hodsdon Tannen & Korn, P.A.  
5295 Town Center Road, Suite 300  
Boca Raton, FL 33486

**ARTICLES OF ORGANIZATION**  
**OF**  
**BALLAST KEY, LLC**

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**THE UNDERSIGNED**, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME** The name of the Company is:

**BALLAST KEY, LLC**

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless other dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida, including, but not limited to, the buying, selling, mortgaging, leasing, conveying or exchanging of any real or personal property, and all activities in connection therewith, and any, or all, of the following:

(a) Sue and be sued, and defend, in its name.

(b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.

(c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property.

(d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.

(e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state.

(h) Select managers or managing members and appoint officers, directors, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the limited liability company.

The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF COMPANY

The mailing address and the street address of the principal place of business for the Company is:

Mailing Address:

c/o David W. Wolkowsky  
P.O. Box 1429  
Key West, FL 33041

Street Address:

c/o David W. Wolkowsky  
1014 Flagler Ave.  
Key West, FL 33040

5. REGISTERED OFFICE AND REGISTERED AGENT

The registered office for the company is:

c/o Robert E. Korn, Esq.  
5295 Town Center Road, Suite 300  
Boca Raton, FL 33486

The initial registered agent for the Company is:

Robert E. Korn, Esq.  
5295 Town Center Road, Suite 300  
Boca Raton, FL 33486

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6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. CONTINUITY OF BUSINESS

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved, unless the consent for continuation of the business is obtained from the successors, assigns, representatives, administrators or heirs of such member and all remaining members of the Company.

8. MEMBERS AND MANAGEMENT

The initial sole member of the Company is David W. Wolkowsky, as Trustee of the David W. Wolkowsky Living Trust, dated July 5, 2001, as amended and restated, whose mailing address is P.O. Box 1429, Key West, FL 33041, and whose street address is 1014 Flagler Ave., Key West, FL 33040.

The initial sole manager of the Company is David W. Wolkowsky, whose mailing address is P.O. Box 1429, Key West, FL 33041, and whose street address is 1014 Flagler Ave., Key West, FL 33040. Such initial manager shall serve until terminated or until a successor is elected and qualified.

9. RIGHT OF SUCCESSOR OR ASSIGNEE  
TO BECOME A MEMBER

A successor in interest or an assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, by operation of law or upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (including the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

10. RETURN OF CAPITAL

No member shall have the right to demand the return of his, her or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

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12. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists, or by written consent of the members of the Company.

UNDER PENALTIES of perjury I declare that I have read the foregoing and the facts alleged are true and correct to the best of my knowledge and belief.

THE UNDERSIGNED, as the sole member, has executed these Articles of Organization this 28<sup>th</sup> day of October, 2008.

x David W. Wolkowsky

DAVID W. WOLKOWSKY, as Trustee  
of the David W. Wolkowsky Living Trust,  
dated July 5, 2001, as amended and restated,  
Sole Member

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is

**BALLAST KEY, LLC**

2. The name and address of the registered agent and office is:

Robert E. Korn, Esq.  
5295 Town Center Road, Suite 300  
Boca Raton, FL 33486

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.

  
\_\_\_\_\_  
**ROBERT E. KORN, Registered Agent**

Date: October 30, 2008.

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TALLAHASSEE, FLORIDA