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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 MAY 28 AM 10:57

T. HAMPTON  
MAY 29 2009  
EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Ocean Way Joint Venture LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

D. S. BERENSON

Name of Person

Firm/Company

810 Saturn Street Suite 16-200

Address

Jupiter, Florida 33477

City/State and Zip Code

TRVJBB@AOL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

D. S. Berenson

Name of Person

at ( 202 ) 298 0755

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☒ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION  
OF  
OCEAN WAY JOINT VENTURE LLC**

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I hereby form a Limited Liability Company under the provisions set forth in Chapter 608.401 of the Florida Limited Liability Act and to that end set forth the following:

**ARTICLE I**

The name of the Limited Liability Company is Ocean Way Joint Venture LLC (the "Limited Liability Company").

**ARTICLE II**

The address of the principal office of the Limited Liability Company where the records will be maintained pursuant to the Florida Limited Liability Act, Chapter 608.407 is 810 Saturn Street, Suite 16-202, Jupiter, Florida 33477.

**ARTICLE III**

The initial registered office of the Company is located at 810 Saturn Street, Suite 16-200, Jupiter, Florida 33477. The initial registered agent is D.S. Berenson, a Florida attorney.

**ARTICLE IV**

The name and address of each Manager is as follows:

David A. Berenson of 810 Saturn Street, Suite 16-202, Jupiter, Florida 33477

**ARTICLE IV**

As permitted by Chapter 608.4227, except as otherwise provided by the Florida Limited Liability Company Act, no member, manager or other agent of the Limited Liability Company shall have any personal obligation for any liabilities of the Limited Liability Company, whether such liabilities arise in contract, tort or otherwise, solely by reason of being a member, manager or agent of the Limited Liability Company.


**ARTICLE V**

The personal liability of the members and managers of the Limited Liability Company is hereby eliminated as permitted by Chapter 608.4227 of the Florida Limited Liability Company Act.

## ARTICLE VI

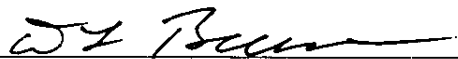
These Articles of Organization may be amended at any time as required or permitted in accordance with the Florida Limited Liability Company Act upon the unanimous approval of the members entitled to vote on such amendment.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of December 2008.

  
D.S. Berenson, Organizer

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 as provided for in Chapter 608, F.S.

D.S. Berenson

By:   
Registered Agent's Signature

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