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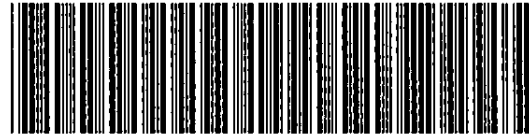
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SEABREEZE BARNS, 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:

Michael N. Jonas

Name of Person

Michael N. Jonas, P.A.

Firm/Company

2801 PGA Blvd., Ste. 110

Address

Palm Beach Gardens, FL 33410

City/State and Zip Code

mnj@kleinslaw.com

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

For further information concerning this matter, please call:

Michael N. Jonas

Name of Person

at (561) 478-1566

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
SEABREEZE BARNs, LLC**

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

ARTICLE I -- NAME

The name of the limited liability company (the "Company") shall be SEABREEZE BARNs, LLC.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 2801 PGA Blvd., Ste. 110, Palm Beach Gardens, FL 33410

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 earlier dissolved as provided in these Articles of Organization or operating agreement.

ARTICLE IV -- PURPOSE

The purposes for which this Company is organized is to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or other state, county, territory or nation.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is:

Michael N. Jonas, P.A.
2801 PGA Boulevard, Suite 110
Palm Beach Gardens, FL 33410
Phone: (561) 478-1566
Facsimile: (561) 478-9931

ARTICLE VI -- ADMISSION OF NEW MEMBERS

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 the 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 the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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12 APR 19 PM 2:28
SECRETARY OF STATE
PALM BEACH GARDENS, FLORIDA

ARTICLE VII --TERMINATION OF EXISTENCE

The Company shall be dissolved on the occurrence of any dissolution event set forth in the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, or at such time as specified in the operating agreement.

ARTICLE VIII -- MANAGEMENT

The Company shall be member-managed in accordance with regulations to be 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.

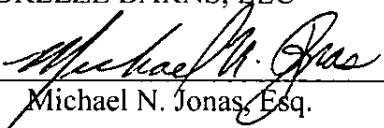
The name and address of the initial managing member of the Company is:

MGRM Raymond P. Fine and Kerry A. Fine,
 as husband and wife, a tenancy by the entirety
 237 Seabreeze Avenue
 Palm Beach, FL 33480

IN WITNESS WHEREOF, the undersigned authorized representative of the members of SEABREEZE BARNS, LLC has made and subscribed these Articles of Organization in Palm Beach County, Florida, on this 17th day of April, 2012. In accordance with Section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated therein are true. We are aware that any false information submitted in this document to the Department of State constitutes a third degree felony as provided for in Section 8.17.155, F.S.

Authorized Representative of
SEABREEZE BARNS, LLC

By: _____

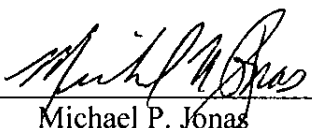

Michael N. Jonas, Esq.

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of SEABREEZE BARNS, 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 appointment 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 proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.

MICHAEL N. JONAS, P.A.

By: 
Michael P. Jonas
2801 PGA Boulevard, Suite 110
Palm Beach Gardens, FL 33410
Phone: (561) 478-1566