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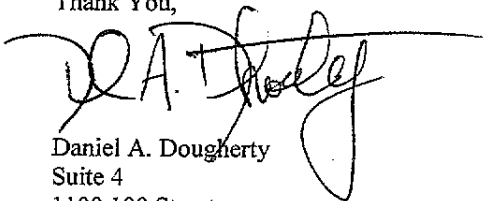
Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

August 5, 1999

To Whom It May Concern:

Enclosed please find the Articles of Organization, Acceptance by Registered Agent, Affidavit of Limited Liability Company and a check for the filing of COMFORT BEACH, LLC. The check for \$337.50 includes a \$52.50 for the return of a certified copy.

Thank You,



Daniel A. Dougherty
Suite 4
1100 100 Street
Bay Harbor Island, FL 33154

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DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION
FOR
COMFORT BEACH, LLC**

I

NAME

The name of the limited liability company (the "Company") is

COMFORT BEACH, LLC

II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Regulations.

III.

STREET AND MAILING ADDRESS

The street and mailing address of the place of business of the Company in the State of Florida is 1100 100 Street, Suite 4, Bay Harbor Island, Florida 33154.

IV.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is DANIEL DOUGHERTY, 1100 100 Street, Suite 4, Bay Harbor Island, Florida 33154.

V.

ADDITIONAL MEMBERS

The members shall have no right to admit additional Members except upon the unanimous written consent of the Members.

VI.

CONTINUITY OF THE BUSINESS

The remaining Members of the Company may, upon resolution, continue the business on the 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.

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VII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Member, whose name and address is:

Daniel Dougherty 1100 100 Street
Suite 4
Bay Harbor Island, Florida 33154

VIII.

SUBSCRIBERS

The name and address of the person executing these Articles of Organization as a Member is Daniel Dougherty, 1100 100 Street, Bay Harbor Island, Florida 33154.

IN WITNESS WHEREOF, the undersigned has executed these articles of Organization this 5th day of August, 1999.


DANIEL DOUGHERTY

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DIVISION

AFFIDAVIT OF LIMITED LIABILITY COMPANY

The undersigned, on behalf of the Members of COMFORT BEACH, LLC, a Florida limited liability company (the "Company"), certifies as follows:

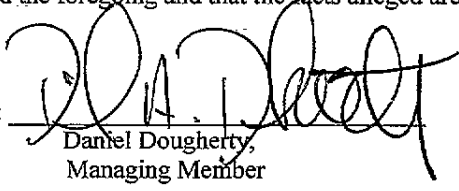
1. The Company has at least one (1) member.
2. The amount of cash contributed by the Members to date is :
\$500.00
3. The description and agreed value of the property other than cash contributed by the Members is:
\$ -0-
4. The total amount anticipated to be contributed by the Members is as set forth above.

This 5th day of August, 1999.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

By:


Daniel Dougherty,
Managing Member

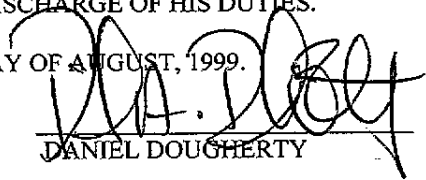
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN THE ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 5TH DAY OF AUGUST, 1999.



DANIEL DOUGHERTY

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RECORDS AND CLERK
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