

Law Offices of Steinhauer & Associates
 128 Eighth Street
 Manhattan Beach, CA 90266
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 E-Mail: steinhauer@aol.com

L02000000271

Registration Section
 Division of Corporations
 409 E. Gaines Street
 Tallahassee, FL 32399

700004724597--5
 -01/07/02--01014--015
 *****25.00 *****25.00

Attention: Document Filing Support Unit

700004724597--5
 -12/13/01--01047--014
 *****100.00 *****100.00

RE: BLUE & GOLD PROPERTIES, LLC

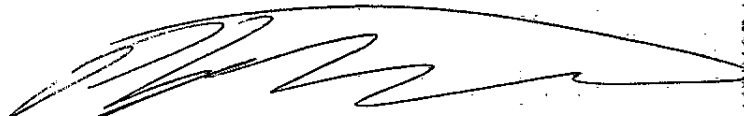
Enclosed are one (1) original and 2 (two) copies of the Articles of Incorporation for the above referenced company. Please file the original when you receive it and the two copies for our records and return them in the enclosed self-addressed envelope.

Enclosed is check number 2136 in the amount of \$100.00 to cover all filing fees.

If you have any questions or require additional information, please feel free to contact my office at the number listed above.

Thank you in advance for your assistance.

Sincerely,



Phyllis A. Steinhauer, Esq. for
 The Law Offices of P.A. Steinhauer

02 JAN -4 AM 9:42
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

Name	
Availability	
Number of Enclosures	
Examiner	PAS/ch
Updater	
Updater Employer	
Acknowledgement	DCC
W. P. Verifier	DCC

Signature

TAX
 \$25.00
 REFUND

6 pages

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W010000028889

Law Offices of Steinhauer & Associates

128 Eighth Street
Manhattan Beach, California 90266
(310) 318-8461 - Manhattan Beach Office
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December 26, 2001

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

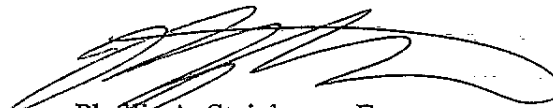
RE: Subject: Blue & Gold Properties, LLC; Ref. Number: W01000028889; Letter Number:
801A00066249

To Whom It May Concern:

We apologize for the incomplete documents and the missing registered agent's designation fee. To correct this mistake we return the documents with the signature of the authorized representative and additional check # 1433 the amount of \$ 25.00 to cover the registered designation fee. We also enclosed as requested a copy of your letter, letter number 801A00066249.

If you have any questions please don't hesitate to contact our office.

Sincerely,



Phyllis A. Steinhauer, Esq.
Law Offices of Steinhauer & Associates

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 18, 2001

PHYLLIS A. STEINHAUER, ESQ.
LAW OFFICES OF STEINHAUER & ASSOCIATES
128 EIGHTH STREET
MANHATTAN BEACH, CA 90266

SUBJECT: BLUE & GOLD PROPERTIES, LLC
Ref. Number: W01000028889

We have received your document for BLUE & GOLD PROPERTIES, LLC and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

You failed to include the registered agent's designation fee. So therefore, we will need an additional \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 801A00066249

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Blue & Gold Properties, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1200 Ft Pickens Road # 13E, Pensacola Beach, FL 32561

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Donald J. Wehrenberg

 Name

1200 Ft Pickens Road # 13E

 Florida street address (P.O. Box **NOT** acceptable)

Pensacola Beach FL 32561

 City, State, and Zip

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.



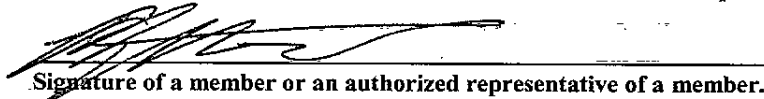
 Registered Agent's Signature

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 TALLAHASSEE, FLORIDA

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)



 Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Phyllis A. Steinhauser, Esq.

 Typed or printed name of signee

- Filing Fees:**
- \$100.00 Filing Fee for Articles of Organization
 - \$ 25.00 Designation of Registered Agent
 - \$ 30.00 Certified Copy (Optional)
 - \$ 5.00 Certificate of Status (Optional)

**ATTACHMENT TO LIMITED LIABILITY COMPANY
ARTICLES OF BLUE & GOLD PROPERTIES, LLC**

5A. Restrictions on Transfer and Admission of a New Member.

The member may admit to the limited liability company one or more additional members who will participate in the profits, losses, available cash flow, and ownership of the assets of the limited liability company on such terms as are in accordance with the Operating Agreement. Notwithstanding the foregoing, the admission of any such additional member or members shall require the consent of members then having a majority of the non-transferred profits of the limited liability company. The transfer of any membership interest shall be on such terms as are in accordance with the Operating Agreement.

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TALLAHASSEE, FLORIDA

5B. Dissolution and Continuity.

The limited liability company shall be dissolved upon the occurrence of any of the following events:

- a. By the unanimous written agreement of all members; or
- b. Upon the death, withdrawal, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the limited liability company, unless the business of the limited liability company is continued by the consent of the remaining members (if more than one) holding a majority-in-interest as provided in Sub-Article 5C below, or
- c. By any other dissolution pursuant to Title XXXVI Chapter 608.441 Florida Statutes.

5C. Right to Continue Business by Consent of Majority-In-Interest.

Upon the death, withdrawal, expulsion or dissolution of a member, adjudication of a member as a bankrupt or incompetent or occurrence of any other event which terminates the continued membership of a member in this limited liability company, the remaining members (if more than one) holding a majority-in-interest shall have the right to continue the business of the limited liability company.

5D. Regulation of Business and Affairs.

The business and affairs of this limited liability company shall be regulated by an Operating Agreement between the limited liability company and its members, which agreement shall be in writing and consistent with the legal requirements and provisions of the Florida Statutes and the Articles of Organization including all amendments thereto.

5E. Indemnifications

The limited liability company may indemnify an individual made a party to a proceeding because he or she is or was manager, member, officer, employee or resident agent of the limited liability company against judgments, settlements, penalties, or expenses of any kind incurred as result of action in that capacity if, acting as a manager, he or she has fulfilled all fiduciary duties owed to the limited liability company and to its members, and regardless of the position held, he or she conducted himself or herself in good faith, he or she reasonable believed that his or her conduct was in or at least not opposed to the best interest of the limited liability company and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The limited liability company may also provide indemnification for an individual with respect to his or her conduct as an administrator or adviser to an employee benefit plan maintained by the limited liability company if the individual reasonably believed his or her conduct to be in the interests of the participants in and beneficiaries of the plan.

The indemnification of expenses permitted herein shall only be authorized if at all, by the written Operating Agreement and any other agreements approved by all of the members. The Articles of Organization shall not be interpreted to limit in any manner the right to the indemnification, the power of the limited liability company to purchase any insurance or to provide for the advancement of expenses of an individual who would otherwise be entitled thereto.

In addition to the foregoing, the limited liability company shall indemnify and save the organizer harmless for all acts taken by him as organizer of the limited liability company, and shall pay all costs and expenses incurred by or imposed upon him as a result of the same, including compensation based upon the usual charges for any time expenditure required of him in pursuit of the defense against any liability arising on the account of acting as organizer or arising on the account of enforcing the indemnification right hereunder, and the limited liability company releases him from all liability or any such act as organizer not involving willful or grossly negligent misconduct.

5F. Amendments

Amendments to the Articles of Organization of the limited liability company shall be adopted in accordance with the Operating Agreement or with the consent of all the members but in no event shall the Articles of Organization be amended by a vote of less than a majority in interest of the members.