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ACCOUNT NO. : 072100000032

REFERENCE : 776682 9385A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 130.00

ORDER DATE : October 9, 2002

ORDER TIME : 3:14 PM

ORDER NO. : 776682-005

CUSTOMER NO.: 9385A

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CUSTOMER: John M. Brunson, Esq
John Morgan Brunson
Attorney At Law
1474 Jordan Hills Court

Clearwater, FL 33756

DOMESTIC FILING

NAME: BALLINGEARY SHORES, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
BALLINGEARY SHORES, LLC

The undersigned, desiring to form a limited liability company under the provisions of Florida Statute 608, as amended, hereby sets forth the following:

ARTICLE I
Name

The name of the Limited Liability Company is **BALLINGEARY SHORES, LLC.** (hereinafter referred to as the "Limited Liability Company")

ARTICLE II
Principal Office & Mailing Address

The principal place of business and mailing address of this Limited Liability Company shall be 114 10th Street East, Tierra Verde, FL 33715.

ARTICLE III
Duration

The Limited Liability Company will terminate upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the membership of a member of this Limited Liability Company, unless the remaining Members elect to continue the business of the Limited Liability Company in accordance with the provisions of the Operating Agreement of the Limited Liability Company.

ARTICLE IV
Registered Office and Agent

The address of the initial registered office of the Limited Liability Company is located at 1474 Jordan Hills Court, Clearwater, Florida 33756. The initial registered agent is John Morgan Brunson, Esquire, whose business address is the same as the address of the initial registered office.

ARTICLE V
Management

The Limited Liability Company shall be managed by one or more Managers, as further provided in the Limited Liability Company's Operating Agreement. The following person is appointed the initial Manager until replaced in accordance with the provisions of the Operating Agreement:

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Yvonne L. Hodge
114 10th Street East
Tierra Verde, FL 33715

ARTICLE VI
Members

The initial members of this Limited Liability Company are:

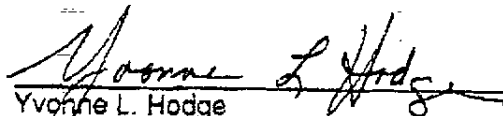
Yvonne L. Hodge
114 10th Street East
Tierra Verde, FL 33715

Alexandrine L. Boswell
3914 Webber Street
Sarasota, FL 34232

ARTICLE VIII
Written Operating Agreement

Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Dated: October 9, 2002.


Yvonne L. Hodge
Member


Alexandrine L. Boswell
Member

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Articles of Organization
BALLINGEARY SHORES, LLC
Page No. 3

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this 9th day of October, 2002, by Yvonne L. Hodge, who X is personally known or produced _____ as identification

Linda Wint
Notary Public, State of Florida
My Commission Expires:



Linda Wint
MY COMMISSION # CC792014 EXPIRES
November 21, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this 9th day of October, 2002, by Alexandrine L. Boswell, who X is personally known or produced _____ as identification.

Linda Wint
Notary Public, State of Florida
My Commission Expires:

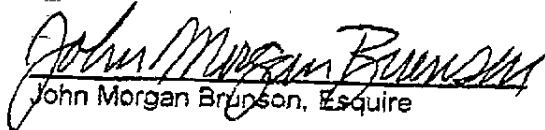


Linda Wint
MY COMMISSION # CC792014 EXPIRES
November 21, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for BALLINGEARY SHORES, LLC, is familiar with and accepts the obligations of a registered agent as provided for in the Act and hereby agrees to act in such capacity, and further agrees to comply with the provisions of the Florida statutes relative to the proper and complete performance of all of his duties hereunder.

Dated: October 9, 2002


John Morgan Brunson, Esquire

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