

LO3 0000 13753

(Requestor's Name)

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(Address)

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PICK-UP WAIT MAIL

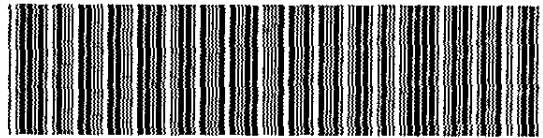
(Business Entity Name)

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ACCOUNT NO. : 072100000032

REFERENCE : 051094 10764A

AUTHORIZATION : *Patricia Pajuts*

COST LIMIT : \$ 125.00

ORDER DATE : April 16, 2003

ORDER TIME : 3:57 PM

ORDER NO. : 051094-010

CUSTOMER NO: 10764A

CUSTOMER: Ms. Jacqueline S. Berry
Smith, Hood, Perkins, Loucks,
Stout & Orfinger, P.a.
Suite 900
444 Seabreeze Boulevard
Daytona Beach, FL 32118

DOMESTIC FILING

NAME: HAVING FUN II, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
HAVING FUN II, LLC
A Florida Limited Liability Company

The undersigned (the "Member") acting as the organizer of Having Fun II, LLC, ("Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE 1

NAME

The name of the limited liability company is:

Having Fun II, LLC

ARTICLE 2

PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

ARTICLE 3

INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS
AND PRINCIPAL OFFICE OF THE COMPANY

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Charles D. Hood, Jr. The street address of the Company's initial registered office is 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118.

B. Principal Place of Business. The street address of the Company's principal office is 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118. The mailing address shall be the same.

FILED

ARTICLE 4

ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE 5

MANAGER

The name and business address of the initial Manager of the Company is: Charles D. Hood, Jr., 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118. Should the foregoing named Manager be unable to serve in this capacity, in such event the business of the Company shall be managed by a Manager elected by the Members holding seventy-five (75%) of the then outstanding contributed and not returned capital of the Company. The Manager is required to be a Member of the Company. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and further provided in the Operating Agreement adopted by the Company.

ARTICLE 6

PERIOD OF DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with §608.4081, Florida Statutes, and shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement adopted by the Company.

03 APR 16 2003
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ARTICLE 7

CONTINUATION OF BUSINESS

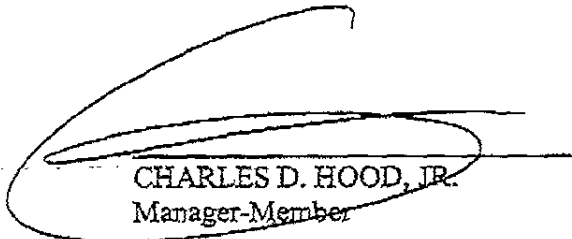
The remaining Member or Members of the Company shall have the right to continue the business of the Company upon the retirement, resignation, expulsion, bankruptcy or dissolution of a Member.

ARTICLE 8

AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the written approval by a majority of the Members of the Company and the approval of the Manager of the Company.

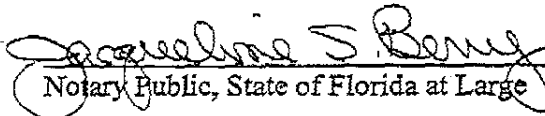
In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.


CHARLES D. HOOD, JR.
Manager-Member

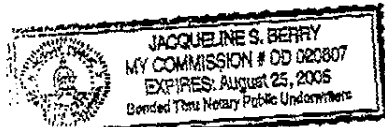
STATE OF FLORIDA }

COUNTY OF VOLUSIA }

The foregoing instrument was acknowledged before me this 16th day of April, 2003, by Charles D. Hood, Jr., who is personally known to me.


Notary Public, State of Florida at Large

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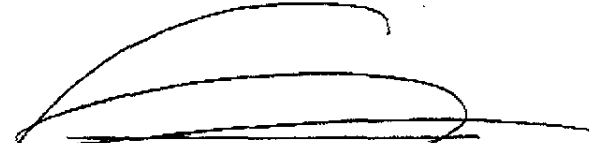


ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to §608.415(2), Florida Statutes, the following is submitted to the Secretary of State of Florida:

That Having Fun II, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118, has named Charles D. Hood, Jr., as its registered agent to accept service of process within the State of Florida.

That the undersigned, Charles D. Hood, Jr., having been named to accept service of process for Having Fun II, LLC, at 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118, in the Articles of Organization, does hereby agree to act in this capacity, and agrees to comply with the provisions of Section 608.415, Florida Statutes, relative to keeping open said office.


CHARLES D. HOOD, JR.
Dated: April 16, 2003

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TALLAHASSEE, FLORIDA