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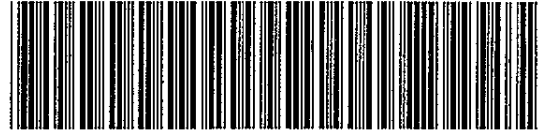
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Law Offices  
of  
**Gus H. Crowell, P.A.**  
Attorney at Law  
Post Office Box 777  
Tavernier, Florida 33070  
(305) 852-3206

171 Hood Ave. Suite 12  
Tavernier, Florida 33070  
Facsimile: (305) 852-3242

November 22, 2004

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

RE: 109 LLC, Articles of Organization, John Paul Sorensen

Enclosed is an original and one (1) copy of the articles of incorporation and a check for one hundred fifty five dollars (\$155.00).

Please mail the certified copies to my post office address above.

Should you have any questions or require any additional information please do not hesitate to contact me at your convenience.

Sincerely,



Gus H. Crowell, P.A.  
GHC/ rk

cc: client

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF 109, L.L.C. A FLORIDA  
LIMITED LIABILITY COMPANY**

The undersigned certifies that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be 109, L. L. C., and its principal office shall be located at:

114 East Shore Drive in Key Largo, 33037,  
County of Monroe, State of Florida,

but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or

corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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TALLAHASSEE  
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### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

### ARTICLE V

#### CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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**ARTICLE VI**

**PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members from time to time.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VII**

**DURATION**

This limited liability company shall have perpetual existence, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VIII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is:


114 East Shore Drive, Key Largo,  
County of Monroe, State of Florida,

and the name of the company's initial registered agent is John P. Sorensen at that address is 114 East Shore Drive, Key Largo, FL 33037.


The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of 109 Limited Liability Company.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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Executed by the undersigned at Law Offices of Gus H. Crowell, P.A., 171 Hood Avenue, Suite 12, Tavernier, FL 33070 on the 19 day of November, 2004.

  
\_\_\_\_\_  
John P. Sorensen as Incorporator

John P. Sorensen, registered agent, hereby accepts the duties and responsibilities of registered agent as provided by law.

  
\_\_\_\_\_  
John P. Sorensen as Registered Agent

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