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LIMITED LIABILITY COMPANY

FISHTANK, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 15, 1999

GREGORY S. BEND, ESQ.
LEVIN AND TANNENBAUM, P.A.
1680 FRUITVILLE RD., SUITE 102
SARASOTA, FL 34236

SUBJECT: FISHTANK, LLC
REF: W99000006097

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Diane Cushing
Corporate Specialist

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ARTICLES OF ORGANIZATION OF
FISHTANK, LLC

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TALLAHASSEE, FLORIDA

The undersigned hereby certify 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 be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be FISHTANK, LLC, and its principal place of business shall be in the County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, 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 herein set forth 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 the 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

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Gregory S. Band, Esquire
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administrative subdivision, or department thereof, 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 herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

The capital contributions of the members consists of their interest (in the percentages set forth in Article IV below) in certain real property situate in Sarasota County, Florida. Additional contributions will be made as required for the reasonable business needs of the limited liability company as determined by a majority in interest of the members (as defined in the regulations of the limited liability company). Members will make contributions in the percentages set forth in Article IV below.

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ARTICLE IV

PROFITS AND LOSSES

(a) **Sharing of Profits.** 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 the distributive share of the profits specified as follows:

Donald E. Murphy and Lisa M. Murphy 100 %

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being March 1, 1999.

(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 such sources are insufficient to cover such losses, by the members in the percentages alongside the name of each member.

ARTICLE V

LIMITED LIABILITY COMPANY 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 VI

DURATION

The period of duration for this limited liability company shall be perpetual unless dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 1255 N. Seeds Avenue, 34237 in the City of Sarasota, County of Sarasota, State of Florida. The mailing address of this limited liability company is 1255 N. Seeds Avenue, 34237 in the City of Sarasota, County of Sarasota, State of Florida.

ARTICLE VIII

MANAGEMENT

This limited liability company shall be managed by two managers. The names and addresses of the persons who shall serve as such until the first annual meeting of members or until their successors are elected and qualify are as follows:

Donald E. Murphy and Lisa M. Murphy, 1255 N. Seeds Avenue, Sarasota, FL 34237

ARTICLE IX

INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1255 N. Seeds Avenue, 34237, and the name of its initial registered agent at such address is Donald E. Murphy.

ARTICLE X

RESTRICTIONS ON MEMBERSHIP

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 as set forth in the regulations of the limited liability company.

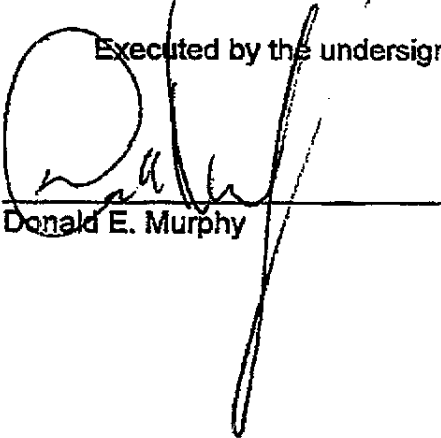
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent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

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The undersigned, being an original member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of FISHTANK, LLC.

Executed by the undersigned at Sarasota, Florida on March 2, 1999.


Donald E. Murphy

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TALLAHASSEE, FLORIDA

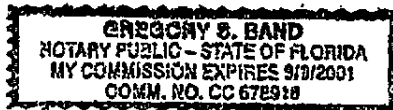
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this ____ day of ____, 1999 by Donald E. Murphy, as Managing Member, who is personally known to me ~~or who has produced~~ _____ as identification and who did (did not) take an oath.



Notary Public
Print Name _____

My Commission Expires:

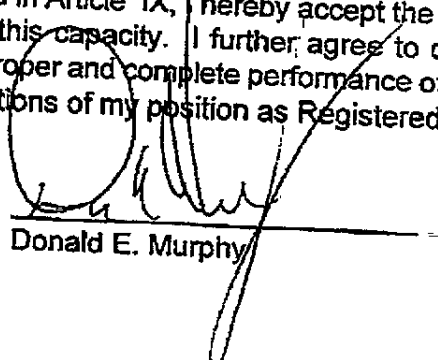


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Having been named as Registered Agent and to accept service of process for FISHTANK, LLC at the place designated in Article IX, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the 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.

March 2, 1999
Date


Donald E. Murphy

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
FISHTANK, LLC

The undersigned member or authorized representative of a member of FISHTANK, LLC
deposes and says:

1. The above named limited liability company has at least two members
2. The total amount of cash contributed by the members is \$0
3. If any, the agreed value of property other than cash contributed by members
is \$175,000. A description of the property is attached and made a part
hereto.
4. The total amount of cash or property anticipated to be contributed by
members is \$50,000.
5. The total amounts of (2), (3) and (4) above is 225,000

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

FISHTANK, LLC

By [Signature]
Donald E. Murphy, Manager

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TALLAHASSEE, FLORIDA

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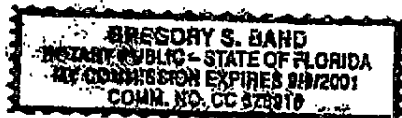
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on March 2, 1999 by
Donald E. Murphy who is personally known to me.

Notary Public State of Florida

My Commission Expires:

[Signature]



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TOTAL P.10

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ATTACHMENT FOR
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FISHTANK, LLC

Lots 15 & 16, Block 3, GULF GATE, UNIT No. 2, according to the plat
thereof, recorded in Plat Book 16, Pages 11 and 11A of the Public Records
of Sarasota County, Florida.

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TALLAHASSEE, FLORIDA

DATAIGREGMURPHYAFFIDAVIT

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