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MILAM, OTERO

FAX NO. 9047983730

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Division of Corporations

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From: Account Name : MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA
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CM

LIMITED LIABILITY COMPANY

Mariposa Beach Club, L.L.C.

Certificate of Status	0
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ARTICLES OF ORGANIZATION

OF

MARIPOSA BEACH CLUB, L.L.C.

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

ARTICLE I NAME

The name of this limited liability company (the "Company") shall be Mariposa Beach Club, L.L.C.

ARTICLE II DURATION

Unless earlier terminated pursuant to the Act or the regulations (as defined in §608.402(13) of the Act) of this Company, the period of its duration shall be perpetual.

ARTICLE III ADDRESS

The mailing address and the street address of the principal office of this Company shall be 1548 The Greens Way, Suite 4, Jacksonville Beach, Florida 32250.

ARTICLE IV REGISTERED AGENT

The initial registered office of this Company shall be 1548 The Greens Way, Suite 4, Jacksonville Beach, Florida 32250, and its initial registered agent at such office shall be Paul Z. Fletcher.

ARTICLE V ADDITIONAL MEMBERS

Pursuant to §608.407(1)(e), Florida Statutes, additional members may be admitted upon the approval by the member or members whose combined percentage interest in this Company represents at least fifty-one percent (51%) of all percentage interests in this Company.

Prepared by Gregory M. Dawson, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
50 North Laura Street, Suite 2750
Jacksonville, FL 32202
(904) 798-3700
Florida Bar Number 0759392

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**ARTICLE VI
CONTINUATION OF BUSINESS**

Pursuant to §608.407(1)(f), Florida Statutes, the remaining members of this Company shall have the right to continue this Company's business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by its members in accordance with and subject to the requirements of the Act and the regulations of this Company. The names and addresses of the initial members are as follows:

Jerome S. Fletcher
1548 The Greens Way
Suite 4
Jacksonville Beach, Florida 32250

Paul Z. Fletcher
1548 The Greens Way
Suite 4
Jacksonville Beach, Florida 32250

Stephen D. Melching
1548 The Greens Way
Suite 4
Jacksonville Beach, Florida 32250

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In addition, there shall be a managing member (as defined in §608.402(9) of the Act) of this Company, who shall implement the policies and decisions of the members, in accordance with and subject to the requirements of the Act and the regulations of this Company. The initial managing member, who shall serve as managing member until replaced in accordance with the provisions of the regulations of this Company, is as follows:

Paul Z. Fletcher
1548 The Greens Way
Suite 4
Jacksonville Beach, Florida 32250.

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IN WITNESS WHEREOF, the undersigned, a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.407(4) of the Act.

MARIPOSA BEACH CLUB, L.L.C.

By: Paul Z. Fletcher
Paul Z. Fletcher, Managing Member

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 19th day of MAY, 1999, by Paul Z. Fletcher, who is personally known to me or who has produced a Florida driver's license as identification.

 Michele R. Thornton
My Commission CC760310
Expires July 18, 2002

Michele R. Thornton
Notary Public, State of Florida
Print Name: MICHELE R. THORNTON
Commission Expires: 7-19-02
Commission Number: CC760310

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1995), as amended from time to time (the "Act"), the following is submitted:

Mariposa Beach Club, L.L.C. desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates Paul Z. Fletcher as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1548 The Greens Way, Suite 4, Jacksonville Beach, Florida 32250.

DATED this 19th day of May, 1999.

MARIPOSA BEACH CLUB, L.L.C.

By:

Paul Z. Fletcher
Paul Z. Fletcher, Managing Member

Having been named as registered agent to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby agree to 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.

DATED this 19th day of May, 1999.

Paul Z. Fletcher
Paul Z. Fletcher, as Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

BEFORE ME, the undersigned authority, Paul Z. Fletcher personally appeared as the managing member of Mariposa Beach Club, L.L.C. (the "Company"), pursuant to Florida Statutes Section 608.407(2) and after having been duly sworn, hereby affirms the following:

1. The Company has at least one (1) member.
2. The actual amount of cash contributed to date of the member(s) is: \$ 1,000.00
3. The agreed value of any property other than cash contributed to date is: \$ -0-
4. The total amount of cash or property anticipated to be contributed by the member(s) at this time (exclusive of the \$1,000.00 contributed to date) is: \$ -0-

FURTHER AFFIANT SAYETH NOT.

Under the penalties I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated: 19th day of MAY, 1999.

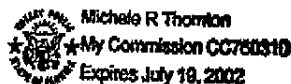
MARIPOSA BEACH CLUB, L.L.C.

By: Paul Z. Fletcher

Paul Z. Fletcher, Managing Member

The foregoing Affidavit of Membership and Contributions of Mariposa Beach Club, L.L.C., a Florida limited liability company (the "Company"), was executed, acknowledged and delivered before me this 19th day of MAY, 1999, by Paul Z. Fletcher, as the managing member of the Company, in Jacksonville, Florida.

[SEAL]



Personally known: ☒ or
Produced identification: _____
Type of identification produced: _____

Michele R. Thornton
Notary Public, State of Florida
Print Name: MICHELE R. THORNTON
Commission Number: CC760310
Commission Expires: 7-19-02

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