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**MARSH & SHAFFER, P.L.L.C.**

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November 13, 1998

\*Also Licensed in Florida  
‡Also Licensed in Virginia  
†Licensed only in Florida

**Via United States Mail**

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300002688893--0  
-11/17/98-01017--005  
\*\*\*\*285.00 \*\*\*\*285.00

**Re: Sharlyn Investments, L.L.C.**

Dear Sir or Madam:

CM

Enclosed, for filing, are the Articles of Organization for the above-referenced limited liability company along with a conformed copy of the articles and the necessary filing fee. Please address all appropriate correspondence to the following:

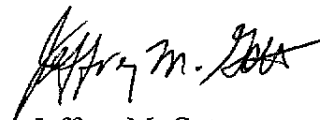
Jeffrey M. Gott  
Marsh & Shaffer, P.L.L.C.  
828 East Boulevard  
Charlotte, North Carolina 28203

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

If you have any questions or require additional information, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

MARSH & SHAFFER, P.L.L.C.

  
Jeffrey M. Gott

JMG/lmg  
llc\sharlyn\ses.001  
Enclosures

**ARTICLES OF ORGANIZATION  
OF  
SHARLYN INVESTMENTS, L.L.C.**

Pursuant to §608.407 of the Florida Statutes, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

**ARTICLE I - Name:**

The name of the Limited Liability Company is: **Sharlyn Investments, L.L.C.**

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

**1137 Breakwater Court  
Marco Island, Florida 34145**

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

**December 31, 2048**

**ARTICLE IV - Management:**

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

**Edward Brown  
1137 Breakwater Court  
Marco Island, Florida 34145**

**Lynn Brown  
1137 Breakwater Court  
Marco Island, Florida 34145**

**Harry Weathers  
360 Backbay Crescent  
Virginia Beach, Virginia 23456**

**Sharon Weathers  
360 Backbay Crescent  
Virginia Beach, Virginia 23456**

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## ARTICLE V - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

**New Members to the Company may only be admitted with the unanimous consent of the Members, upon compliance with all terms specified by the Managers and upon receipt by the Company of an opinion of counsel, satisfactory in form and substance to a Majority of the Managers, that neither the offering nor the proposed sale of the Membership Interest will violate any federal or applicable state securities law and that neither such offering or sale will adversely affect the Company from being taxed as a partnership for federal income tax purposes.**

## ARTICLE VI - Members Rights to Continue Business:

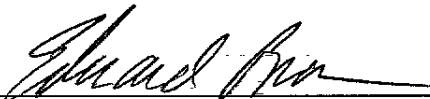
The right, if given, of the remaining members of the limited liability company to continue the business upon the death, retirement, resignations, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

**Upon the happening of an event which terminates the continued membership of a member in the limited liability company, the business may be continued if there is at least one remaining Member who wishes to continue the business, and written consent is obtained from all of the remaining Managers, or the written consent of the remaining Members holding a Majority in Interest, within ninety (90) days of the event terminating a member's interest.**

## ARTICLE VI - Affidavit of Membership and Contributions:

The undersigned member or authorized representative of a member of Sharlyn Investments, L.L.C. certifies:

- |    |   |                     |
|----|---|---------------------|
| 1) | the above named limited liability company has at least one member;                                  |                     |
| 2) | the total amount of cash contributed by the member(s) is  | <u>\$10,000.00;</u> |
| 3) | if any, the agreed value of property other than cash contributed by the member(s) is                | <u>\$ 0.00;</u>     |
| 4) | the total amount of cash and property contributed and anticipated to be contributed by member(s) is | <u>\$10,000.00.</u> |



Edward Brown

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

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Sharlyn Investments, L.L.C.**
2. The name and the Florida street address of the registered agent are:

**Edward Brown  
1137 Breakwater Court  
Marco Island, Florida 34145**

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



Edward Brown

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