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Florida Department of State
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SECRETARY OF STATE
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LIMITED LIABILITY COMPANY

Tarpon Ventures, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
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Electronic Filing Menu

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H00-63925

**ARTICLES OF ORGANIZATION
OF
TARPON VENTURES, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is TARPON VENTURES, LLC (the "Company").

2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The principal office and mailing address of the Company is: 1314 East Las Olas Blvd., #10, Fort Lauderdale, Florida 33301.

3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Certification of Designation of Registered Agent/Registered Office accompanies these Articles of Organization, is: Mark F. Grant, Esq., 200 East Broward Blvd., 15th Floor, Fort Lauderdale, Florida 33301.

The undersigned has executed these Articles of Organization on the 9th day of February, 2000.

By: _____

Mark F. Grant, Esq.,

Authorized signatory of the Members

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H00-63925

H00-63925

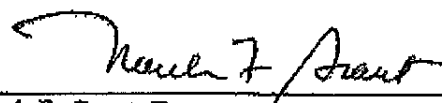
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: TARPON VENTURES, LLC.
2. The name and address of the registered agent and office is:

Mark F. Grant, Esq.
200 East Broward Blvd., 15th Floor
Fort Lauderdale, Florida 33301

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 its 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.


Mark F. Grant, Esq.

Date: February 9, 2000

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