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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

HTM, LLC

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
HTM, LLC

Article II. Address

The Company's street and mailing address is:
HTM, LLC
3438 Duck Ave.
Key West FL 33040

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Edwin A. Scales, III
201 Front Street, Suite 110
Key West FL 33040

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Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

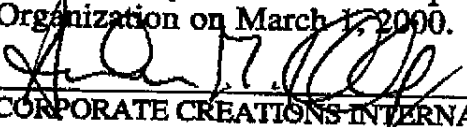
This will be a member-managed company. The name of each member is:

Paul J. Cates
Old Town Key West Development
Edwin O. Swift, III
Christopher C. Belland

Article VI. Company Existence

The Company's existence shall begin effective as of March 1, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on March 1, 2000.


CORPORATE CREATIONS INTERNATIONAL INC.
Andreas M. Kelly Vice President

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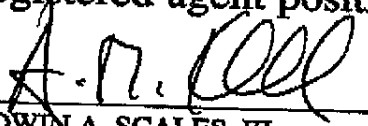
STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
HTM, LLC

REGISTERED AGENT/OFFICE:
Edwin A. Scales, III
201 Front Street, Suite 110
Key West FL 33040

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


EDWIN A. SCALES, III
by A.M. Kelly as attorney-in-fact

Date: March 1, 2000

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