

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8370 • 800-222-2062 • Fax (850) 222-2222

L 00000000 3300

Seacrest Gallery, LLC

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3-23
[Signatures]

Signature _____

Requested by: LS

Name _____

Date 3/23/00

Time 10:04

Walk-In _____

Will Pick Up _____

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
✓ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
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UCC 11 Retrieval _____
Courier _____

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00 MAR 23 AM 10:43
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
SEACREST GALLERY, LLC

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

ARTICLE I
NAME

The name of this limited liability company shall be SEACREST GALLERY, LLC.

ARTICLE II
DURATION

This limited liability company shall exist no longer than thirty (30) years from the date of filing with the Department of State.

ARTICLE III
PURPOSE AND POWERS

This limited liability company is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the limited liability company is at 5399 East County Highway 30-A, Box 190, Santa Rosa Beach, Florida, 32459. The mailing address of the limited liability company is 5399 East County Highway 30-A, Box 190, Santa Rosa Beach, Florida 32459.

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TALLAHASSEE, FLORIDA

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579 and the name of the initial registered agent at that address is DANIEL C. PERRI.

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TALLAHASSEE, FLORIDA

ARTICLE VI
CAPITAL

The capital of the limited liability company that will be contributed shall be the sum of One Thousand Dollars (\$1,000.00).

ARTICLE VII
MANAGEMENT

The name and address of the sole manager of the limited liability company is as follows:

Peter J. Barton
5399 East County Highway 30-A, Box 190
Santa Rosa Beach, Florida 32459

Management shall be by all persons or authorized representatives thereof above named, with majority vote controlling.

ARTICLE VIII
INITIAL MEMBER

The name and address of the sole member of this limited liability company is as follows:

Seacrest Beach, Inc.
5399 E. County Highway 30-A, Box 190
Santa Rosa Beach, Florida 32459

ARTICLE IX
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of all the members of the company existing at that time.

ARTICLE X
DISSOLUTION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of this limited liability company or the occurrence of any other event which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE XI
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management or to be a member of the limited liability company unless prior written consent is obtained by the transferor from all remaining members.

IN WITNESS WHEREOF, the undersigned, being the member hereinbefore named, has hereunto set his hand and seal on this the 15th day of March, 2000, for the purpose of forming a limited liability company to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.

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TALLAHASSEE, FLORIDA

**MEMBER:
SEACREST BEACH, INC.**

By: *Peter J. Barton*
Peter J. Barton, President

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed and acknowledged before me this 15th day of March, 2000, by **Peter J. Barton**, as President of Seacrest Beach, Inc., who personally appeared and who is personally known to me and who did take an oath.

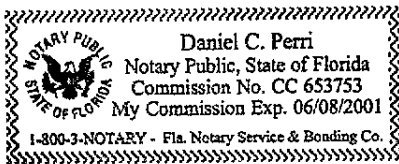
WITNESS my hand and official seal in the State and County last aforesaid this 15th day of March, 2000.

Daniel C. Perri

DANIEL C. PERRI

Notary Public

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415, Florida Statutes, the following is submitted:
SEACREST BEACH LAGOON, LLC, desiring to organize under the laws of the
State of Florida with its principal place of business at 5399 East County Highway
30-A, Box 190, Santa Rosa Beach, Florida 32459, has named **Daniel C. Perri**
as its agent to accept service of process within the State of Florida and whose
address is 5 Clifford Drive, Shalimar, Florida 32579.

**MEMBER:
SEACREST BEACH, INC.**

By: 
Peter J. Barton, President

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all Florida Statutes
relative to the proper and complete performance of my duties.


DANIEL C. PERRI
Registered Agent

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JUN 23 PM 4:58
CLERK OF STATE
TALLAHASSEE, FLORIDA