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March 7, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/20/00--01078--017
****337.50 ****155.00

Re: Royal Palm Shores LLC

Dear Sir:

L-3307

Please find enclosed the following:

1. Articles of Organization for Florida Limited Liability Company with Affidavit of Membership and Contributions of Royal Palm Shores LLC attached;
2. Certificate of Designation of Registered Agent/Registered Office of Royal Palm Shores, LLC; and
3. Check in the amount of \$337.50 to cover your fees (\$250 for Articles, \$35 for Designation of Registered Agent/Registered Office and Affidavit, and \$52.50 for Certification Fee).

It is my understanding that one original is all that is required and you will send a letter stating that the above limited liability company has been filed.

If you should have any questions or require additional information, please do not hesitate to call.

Very truly yours,



Robert C. Wilson

RCW/jk

Enclosures:

(JK)c:flo4.let

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I:

The name of the Limited Liability Company is:

ROYAL PALM SHORES, LLC

ARTICLE II:

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

P.O. Box 510058
911 Ocean Drive West
Key Colony Beach, FL 33051

ARTICLE III:

The period of duration of the Limited Liability Company is twenty years unless dissolved earlier in accordance with the Florida Limited Liability Company Act.

ARTICLE IV:

The Limited Liability Company is to be managed by one member. The name and address of the Limited Liability Company's managing member is:

John W. Kirby
799 Ocean Drive West
P.O. Box 510049
Key Colony Beach, FL 33051

who is to serve as managing member until the first annual meeting of member or until his successor is elected and shall qualify. The management of the company is reserved to the member of the company.

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TALLAHASSEE FLORIDA

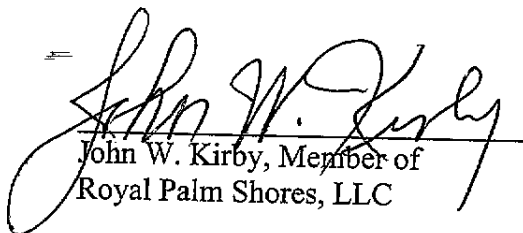
ARTICLE V:

The company has presently has one member. No person may be admitted as a member unless the member consents in writing to the admission of the additional member pursuant to the regulations (Operating Agreement) of the company.

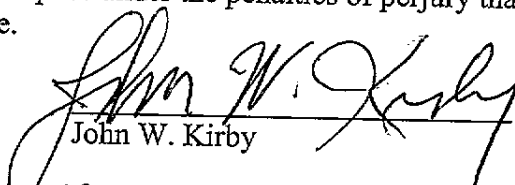
ARTICLE VI:

In the event of 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 the company, then the deceased members' heir or heirs may be admitted as a member upon written consent of the remaining members of the company pursuant to the regulations (Operating Agreement) of the company.

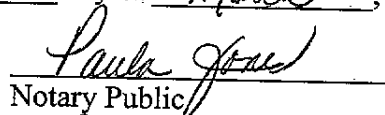
Dated: 3/17/00


John W. Kirby, Member of
Royal Palm Shores, LLC

I, JOHN W. KIRBY, swear and depose under the penalties of perjury that the facts stated in these Articles of Organization are true.

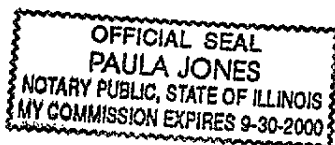

John W. Kirby

Signed and sworn to before me this 17 day of March, 2000.


Notary Public

PAULA Jones
Printed Name of Notary Public

My Commission Expires: 9/30/2000



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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE
OF
ROYAL PALM SHORES, LLC

I, John W. Kirby, hereby certify that I am the Registered Agent of ROYAL PALM SHORES, LLC and that I am familiar with and accept the obligations of that position.

I further certify that the street address of the Registered Agent of ROYAL PALM SHORES, LLC is: 911 Ocean Drive West, Key Colony Beach, FL 33051.

John W. Kirby
John W. Kirby

Witness:

Due Verdery
Paula Jones

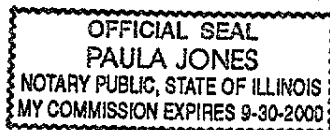
Signed and sworn to before me this 17 day of March, 2000.

Paula Jones
Notary Public

PAULA JONES

Printed Name of Notary Public

My Commission Expires: 9/30/2000



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