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Division of Corporations  
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From: Account Name : FRANKLIN D. GREENMAN, P.A.  
Account Number : 071005000567  
Phone : (305) 743-2351  
Fax Number : (305) 743-6523

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LIMITED LIABILITY COMPANY

Tropical Warehouse, L.L.C.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 17, 2000

FRANKLIN D. GREENMAN, P.A.

SUBJECT: TROPICAL WAREHOUSE, L.L.C.  
REF: W00000010089

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan  
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION  
FOR  
TROPICAL WAREHOUSE, L.L.C.

The undersigned acting as manager(s) of a Limited Liability Company pursuant to Fla. Stat. §608 adopts the following Articles of Organization.

ARTICLE I - Name:

The name of the Limited Liability Company is TROPICAL WAREHOUSE, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 105 26<sup>th</sup> Street, Marathon, Florida 33050.

ARTICLE III - Duration:

The period of duration of the Limited Liability Company is perpetual.

ARTICLE IV - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Franklin D. Greenman, Esq.  
5800 Overseas Highway, Suite 40  
Marathon, FL 33050

*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 as provided for in Chapter 608, F.S.*

  
Franklin D. Greenman

Prepared by: Franklin D. Greenman, Esq.  
5800 Overseas Highway, Suite 40  
Marathon, FL 33050  
(305)743-2351 FL. Bar #290815

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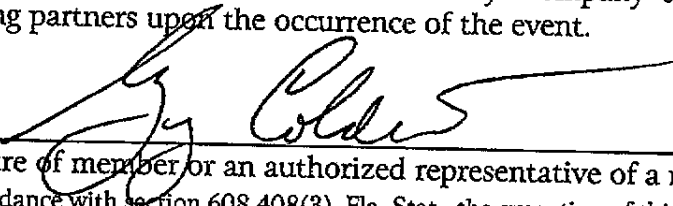
ARTICLE V - Management:

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: Greg Coldiron, 4 Kyles Way East, Marathon, Florida 33050, and Michael Ray Freeman, 105 26th Street Ocean, Marathon, Florida 33050.

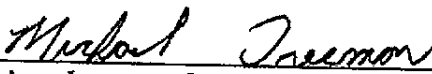
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: as determined by the Operating Agreement.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on 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 Limited Liability Company shall be: determined by the managing partners upon the occurrence of the event.



Signature of member or an authorized representative of a member  
(In accordance with section 608.408(3), Fla. Stat., the execution of this affidavit  
Constitutes and affirmation under the penalties of perjury that the facts stated  
Herein are true.)



Typed or printed name of signee

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5800 Overseas Highway, Suite 40  
Marathon, FL 33050

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TALLAHASSEE, FL 32301

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Franklin D. Greenman

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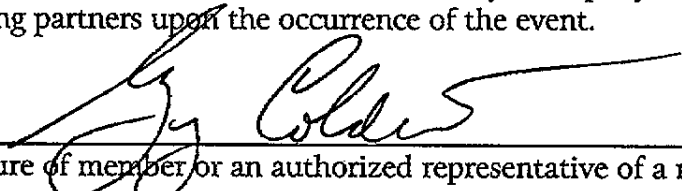
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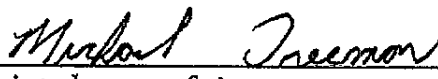
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Typed or printed name of signee

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