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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

for

TARPON ASSOCIATES OF MARATHON, LLC.

ARTICLE I - Name:

The name of the Limited Liability Company is:

TARPON ASSOCIATES OF MARATHON, LLC.

ARTICLE II - Address:

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

TARPON ASSOCIATES OF MARATHON, LLC. c/o Linda B. Wheeler, Esq. 1213 White Street Key West, Florida 33040



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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, **TARPON ASSOCIATES OF MARATHON, LLC.**, THE UNDERSIGNED LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

2. The name and address of the registered agent and office is:

Linda B. Wheeler, Esq. 1213 White Street Key West, Florida 33040 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.

Registered Agent's Signature:

Linda B. Wheeler, Esq.

1213 White Street

Key West, Florida 33040

May 10, 2000

ARTICLE IV - Management (Check if applicable.):

The Limited Liability Company is to be manage by one manager or more and is therefore, a manager-managed company.

(NOTE: The Limited Liability Company is member-managed.)

ARTICLE V- Member(s)

The name(s) and address(es) of the members of the Limited Liability Company is:

James A. Nichols, III 1099 Cranbrook Bloomfield Hills, Michigan 48301

Robert V. Kruse P.O. Box 327 Key West, Florida 33040



ARTICLE VII - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: As set forth in the operating agreement.

ARTICLE VIII - 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: As set forth in the operating agreement.

In accordance with section 608.408 (3), florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signature of an authorized representative of a member:

BY:

Linda B. Wheeler, Esq. (Authorized Representative of Member)

1213 White Street

Key West, Florida 33040

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May 10, 2000

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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 ASSOCIATES OF MARATHON, LLC.

2. The name and address of the registered agent and office is:

Linda B. Wheeler, Esq. 1213 White Street Key West, Florida 33040

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.

Linda B. Wheeler, Esq.

1213 White Street

Key West, Florida 33040

Filing Fee: \$35 for Designation of Registered Agent

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