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ACCOUNT NO. : 072100000032
REFERENCE : 708468 9196A
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 155.00

ORDER DATE : May 24, 2000
ORDER TIME : 1:22 PM
ORDER NO. : 708468-005 300003265649-9
CUSTOMER NO: 9196A

CUSTOMER: Ms. Clare Phillips
KATHERINE A. CHRISTY, ESQ
KATHERINE A. CHRISTY, ESQ
Suite 150
250 International Parkway
Heathrow, FL 32746

DOMESTIC FILING

NAME: JUST FRIENDS, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

WLP/24
00 MAY 24 PM 3:06
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 24 PM 2:28

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**ARTICLES OF ORGANIZATION FOR
JUST FRIENDS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is: JUST FRIENDS, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is: 250 International Parkway, Suite 150, Heathrow, Florida, 32746.

ARTICLE III - Duration

The limited liability company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing and shall be perpetual, unless otherwise terminated pursuant to the Regulations among the Members.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a Board of Directors consisting of directors who are elected by the Members. The number of directors of this Company may be increased or decreased from time to time pursuant to the Regulations adopted by the Members. The names and addresses of the initial directors are as follows:

C. Thomas Selby
250 International Parkway
Suite 150
Heathrow, FL 32746

Joseph McCloskey
3438 Ashton Oaks Cove
Longwood, FL 32779

James Boebinger
944 Versailles Circle
Maitland, FL 32751

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ARTICLE V - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right 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 the affirmative vote of 51% of the member's contributed capital.

ARTICLE VI - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.24 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VII - REGULATIONS

The Regulations (as defined in Section 608.402(13) of the Florida Limited Liability Company Act) relating to this Limited Liability Company must be in writing and signed by all of the Members.

IN WITNESS WHEREOF, I/we have signed these Articles of Organization and acknowledged them to be my/our act this 23rd day of May, 2000.

MEMBERS:


C. Thomas Selby


James Boebinger

GATOR DOCK & MARINE, INC.

by: 
Joseph McCloskey, President

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**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.

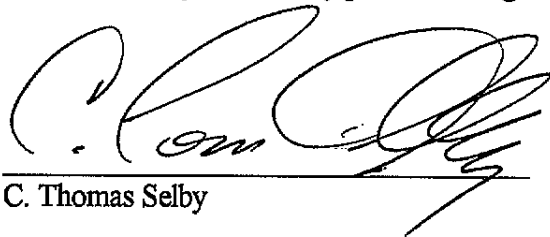
1. The name of the limited liability company is:

JUST FRIENDS, LLC

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

C. Thomas Selby
250 International Parkway, Suite 150
Heathrow, FL 32746

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.



C. Thomas Selby

(Date)

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