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ATTORNEY AT LAW

28960 U.S. 19 NORTH, SUITE 100
CLEARWATER, FLORIDA 33761

OFFICE 727-771-8787
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FILED
OCT 30 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Date: October 5, 2000

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-10/16/00--01127--006
***155.00 ***155.00

SUBJECT: PLAY ALL THE DAY, LLC
Articles of Organization of Florida Limited Liability Company

Enclosed is the signed original and one (1) exact copy of the Articles Of Organization of the above referenced Florida limited liability company, together with a check in the amount of \$155.00 made payable to the Florida Department of State for:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy
\$155.00 Total Enclosed

FROM AND RETURN TO:

Name	Robert A. Rosenberg, Esq.
Address	28960 U.S. 19 N., Suite 100
City, State & Zip	Clearwater, FL 33761
Daytime Telephone number	727-771-8787

LO0-13293
OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 19, 2000

ROBERT A. ROSENBERG
28960 U.S. 19 N., SUITE 100
CLEARWATER, FL 33761

SUBJECT: PLAY ALL THE DAY, LLC
Ref. Number: W00000025272

FILED
00 OCT 30 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PLAY ALL THE DAY, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on . Please amend your document accordingly.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 800A00054836

Robert A. Rosenberg



ATTORNEY AT LAW

28960 U.S. 19 NORTH, SUITE 100
CLEARWATER, FLORIDA 33761

OFFICE (727) 771-8787
FAX (727) 781-1387

October 26, 2000

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
00 OCT 30 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: PLAY ALL THE DAY, LLC
Articles of Organization of Florida Limited Liability Company
Ref. Number: W00000025272

Enclosed is the signed original and one (1) exact copy of the articles of organization of Florida limited liability company, together with a copy of your letter dated October 19, 2000. The previous attempted filing contained an effective date more than five (5) business days prior to the date it was mailed to you. The enclosed document contains no effective date and it should therefore become effective upon the date of filing.

FROM AND RETURN TO:

Name (Printed or typed)	<u>Robert A. Rosenberg, Esq.</u>
Address	<u>28960 U.S. 19 N., Suite 100</u>
City, State & Zip	<u>Clearwater, FL 33761</u>
Daytime Telephone number	<u>727-771-8787</u>

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
OF
PLAY ALL THE DAY, LLC**

The undersigned member has executed and submits these Articles of Organization for filing with the Florida Department of State in accordance with section 608.407, Florida Statutes, and the Florida Limited Liability Company Act.

Article I – Name

The name of the limited liability company is: PLAY ALL THE DAY, LLC

Article II – Duration

The limited liability company shall have perpetual existence.

Article III - Address

The mailing address and street address of the principal office of the limited liability company is: 28960 U.S. 19 N. Suite 100, Clearwater, Florida 33761.

Article IV – Registered Agent and Registered Office

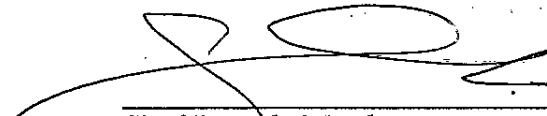
The name and Florida street address of the registered agent of the limited liability company are: Robert A. Rosenberg, Esq., 28960 U.S. 19 N. Suite 100, Clearwater, Florida 33761.

Article V – Members

The name and address of the organizer and sole initial member of the limited liability company is: Sheri Boesch, 3528 Landmark Trail, Palm Harbor, Florida 34684. No additional members shall be admitted to the limited liability company except upon the unanimous vote of all members of the limited liability company or as otherwise provided in the operating agreement of the limited liability company, as amended from time to time. A member may not transfer its/his/her interest in the limited liability company except upon the unanimous vote of all members of the limited liability company or as otherwise provided in the operating agreement of the limited liability company, as amended from time to time. In the event of transfer, the transferee shall have no right to participate in the management of the business and affairs of the limited liability company or to become a member unless all other members of the limited liability company, other than the member proposing to dispose of all or part of its/his/her interest, approve by unanimous consent, or except as otherwise provided in the operating agreement of the limited liability company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization in Florida, on this 26th day of October, in the year 2000.



Sheri Boesch, Member

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 30 PM 4:22

FILED

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of sections 608.407(1)(c) and 608.415, Florida Statutes, **PLAY ALL THE DAY, LLC**, organizing as a limited liability company under the Florida Limited Liability Company Act, by its member/organizer, hereby submits this designation of registered agent and registered office to accompany its articles of organization, together with the simultaneous statement of acceptance of this designation by the undersigned designated registered agent.

The name of the limited liability company is: **PLAY ALL THE DAY, LLC**

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

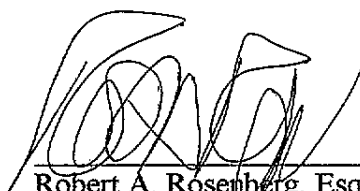
Robert A. Rosenberg, Esq.
28960 U.S. 19 N. Suite 100
Clearwater, Florida 33761

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Sheri Boesch, Member

STATEMENT OF ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 in Chapter 608, Florida Statutes.


Robert A. Rosenberg, Esq.
Registered Agent