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Division of Corporations

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LIMITED LIABILITY COMPANY

Portofino Development Enterprises, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 22, 2000

CLARK, PARTINGTON, HART - DESTIN

SUBJECT: PORTOFINO DEVELOPMENT ENTERPRISES, LLC
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**ARTICLES OF ORGANIZATION OF
PORTOFINO DEVELOPMENT ENTERPRISES, LLC**

The undersigned, WILLIAM R. McKELVY, a natural person competent to contract and organizer of this limited liability company, hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I

The name of the limited liability company is:

PORTOFINO DEVELOPMENT ENTERPRISES, LLC

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the limited liability company is 1241 Airport Road, Suite B, Destin, Florida 32541.

ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

The limited liability company shall have a perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this limited liability company shall be 1241 Airport Road, Suite B, Destin, Florida 32541, and the name of the initial registered agent of this limited liability company at that address is William R. McKelvy.

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ARTICLE VI - MANAGEMENT

This limited liability company shall be managed by its sole Member. The name and address of the Managing Member are:

Destin Group, L.L.P.
c/o William R. McKelvy
P.O. Box 217
Baker, Florida 32531

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization on the date set forth below.

AUTHORIZED REPRESENTATIVE:


WILLIAM R. McKELVY

Date: 11/21/00, 2000

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Portofino Development Enterprises, LLC. Further, I am familiar with and accept the duties and obligations of such designation.


WILLIAM R. McKELVY

Date: 11/21/00, 2000

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