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PHILIP TATICH
PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW
POST OFFICE DRAWER 7540
MAITLAND, FLORIDA 32794-7540

February 28, 2001

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341 N. MAITLAND AVENUE
SUITE 340
MAITLAND, FLORIDA 32751

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: *SMALL BAY PARTNERS, LLC*

Gentlemen:

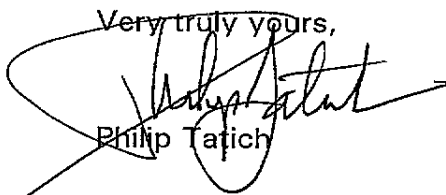
We are enclosing the original and one (1) copy of the *Articles of Organization* of the referenced limited liability company, together with a check in the amount of \$155.00 to cover the following fees:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Designation	<u>25.00</u>
Total	<u>\$155.00</u>

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****155.00 ****155.00

The certified copy of the *Articles of Organization* should be returned to the undersigned.

Very truly yours,


Philip Tatich

PT:at
Enclosures

cc: Client

FILED
01 MAR -5 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF SMALL BAY PARTNERS, LLC

The undersigned, desiring to form a limited liability company under and by virtue of the laws of the State of Florida and specifically pursuant to the provisions of Chapter 608, *Florida Statutes (2000)*, does hereby execute these *Articles of Organization*.

ARTICLE I NAME AND PRINCIPAL OFFICE

The name of the Company shall be **SMALL BAY PARTNERS, LLC** and its principal office and mailing address shall be 341 North Maitland Avenue, Suite 340, Maitland, Florida 32751.

ARTICLE II REGISTERED AGENT

The name and street address of the initial registered agent and registered office of this Company shall be **PHILIP TATICH**, 341 North Maitland Avenue, Suite 340, Maitland, Florida 32751.

ARTICLE III COMMENCEMENT DATE AND TERM OF EXISTENCE

This Company shall have perpetual existence which shall commence upon the subscription and acknowledgment of these Articles of Organization.

ARTICLE IV MANAGEMENT OF THE COMPANY

This Company is to be managed by one or more managers and is, therefore, a manager-managed company.

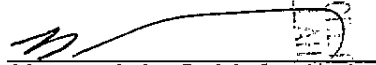
ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted in the manner set forth in the Regulations and Operating Agreement of this Company.

ARTICLE VI
CONTINUATION OF BUSINESS

The remaining Members of this Company shall have the right to continue its business upon 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 WITNESS WHEREOF, the undersigned has caused these *Articles of Organization* to be executed as of the 27th day of March, 2001..


Howard A. Schieferdecker

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as the Registered Agent in the *Articles of Organization of Small Bay Partners, LLC*, a proposed Florida limited liability company, does hereby accept such designation and agrees to comply with the requirements incident thereto.



PHILIP TATCH
341 North Maitland Avenue
Suite 340
Maitland, Florida 32751