

L010000008689

COLEMAN, TALLEY, NEWBERN, KURRIE, PRESTON, HOLLAND

A LIMITED LIABILITY PARTNERSHIP

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OF COUNSEL
JOHN T. McTIER
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(1925-1976)

May 25, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****125.00 ****125.00

Re: Only Desparado, LLC

Dear Ladies and Gentlemen:

L01-8689

Enclosed please find the original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the referenced limited liability company. Also, enclosed please find our check in the amount of \$125.00 in payment for filing the above documents.

If you find all in order, please file the above documents as per your custom.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



Thompson Kurrie, Jr.

TK,jr:hef
Enclosures
cc: Mitt Parker (via telecopier)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION FOR
ONLY DESPARADO, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is: "Only Desparado, LLC".

ARTICLE II - Address:

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

1180 Gulf Boulevard, PH 1/#2001
Clearwater Beach, FL 33767

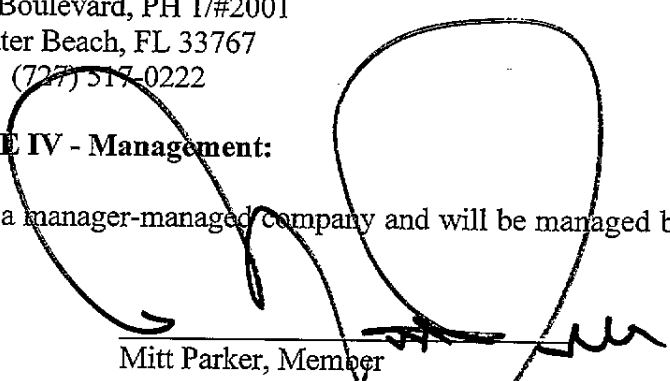
ARTICLE III- Registered Agent and Registered Office

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

Mitt Parker
1180 Gulf Boulevard, PH 1/#2001
Clearwater Beach, FL 33767
Tel: (727) 517-0222

ARTICLE IV - Management:

The Limited Liability Company is a manager-managed company and will be managed by one or more managers.


Mitt Parker, Member

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

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CLERK OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: Only Desparado, LLC.
2. The name and address of the registered agent and office is:

Mitt Parker
1180 Gulf Boulevard, PH 1/#2001
Clearwater Beach, FL 33767
Tel: (727) 517-0222

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designed 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 regarding the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mitt Parker

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TALLAHASSEE FLORIDA