



LAW OFFICES OF RON A. RHOADES, P.A.
ATTORNEYS & COUNSELORS AT LAW

Ron A. Rhoades, B.S., J.D. and Dawn Pautler-Ellis, B.A., J.D.

Estate Planning • Wills • Trust Agreements • Estate and Gift Taxation • Probate
Trust Administration • Business Entities and Taxation • Personal Injury & Wrongful Death

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Please Direct All Correspondence to Our
Citrus Hills Office: 2428 North Essex Avenue
Hernando, FL 34442-5320

Spring Hill Office: 2154 Mariner Boulevard
Spring Hill, FL 34609

July 27, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: SEA HORSE COVE VENTURES, LLC

Dear Sirs:

L01-12822

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-08/01/01--01055--008
****133.75 ****133.75

Enclosed please find the original and one copy of the proposed Articles of Organization for SEA HORSE COVE VENTURES, LLC.

Please approve and file the original and certify the copy for us.

Also enclosed is a check payable to you for charges as follows:

| | |
|---------------------------------------|-----------------|
| Filing Fee | \$100.00 |
| Certified Copy | \$ 8.75 |
| Filing Registered Agent's Designation | <u>\$25.00</u> |
| TOTAL | \$133.75 |

Please contact our office collect if anything further is required in order to avoid delay in filing.

Very truly yours,

Ron A. Rhoades

RAR:je

Enclosures

CC: Sea Horse Cove Ventures, LLC

W28/2

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
FOR
SEA HORSE COVE VENTURES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME:

The name of the limited liability company shall be:

SEA HORSE COVE VENTURES, LLC ("company")

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the company shall be:

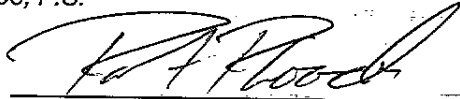
2428 North Essex Avenue
Hernando, Florida 34442

ARTICLE III - REGISTERED OFFICE AND AGENT

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

Ron A. Rhoades
2428 North Essex Avenue
Hernando, Florida 34442

Having been named as the 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 for in Chapter 608, F.S.



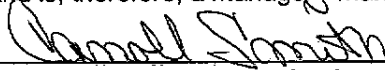
Ron A. Rhoades
Registered Agent

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TALLAHASSEE FLORIDA

ARTICLE IV - MANAGEMENT (Check box if applicable.)



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



Signature of a member or an authorized representative of a member.

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

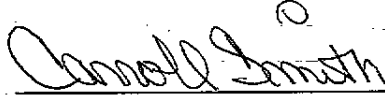
Carrol Smith

Typed or printed name of signee

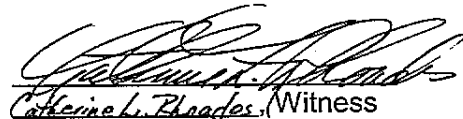
This instrument was executed by the following, constituting all of the members of the company, on July 20, 2001:



Ron A. Rhoades, Witness



Carroll Smith, Member


Catherine L. Rhoades, Witness

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TALLAHASSEE FLORIDA