



ATTORNEY AT LAW
THE ANDERSEN FIRM
 A PROFESSIONAL CORPORATION

L01000019425

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REPLY TO: KEY WEST OFFICE

October 30, 2001

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

Re: LeaWal, LLC

Dear Sir or Madam:

Please find enclosed two (2) duplicate original Articles of Organization for the above referenced limited liability company, and a check in the amount of \$160.00, representing the following:

Filing fee	100.00
Designation of Registered Agent	25.00
Certified Copy	30.00
Certificate of Status	5.00
Total	\$160.00

Please file one set of originals and return one certified copy along with the certificate of status to the undersigned in the enclosed stamped and self-addressed envelope.

Thank you for your attention in this matter.

Sincerely,

THE ANDERSEN FIRM
 A PROFESSIONAL CORPORATION


 Kenneth Biskner

Enclosures

DIRECT DIAL: (305)295-0254
 E-MAIL: kbiskner@taflaw.com

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 *****160.00 *****160.00

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

L01-19425



eff.
 10-30-01

**ARTICLES OF ORGANIZATION
OF
LeaWal, LLC**

THE UNDERSIGNED, acting as the organizer of LeaWal, LLC (the "Company"), a limited liability company organized pursuant to Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization for the Company:

1. The name of the Company is "LeaWal, LLC"
2. The mailing address and street address of the principal office of the Company is:


29 Old Mission Avenue
St. Augustine, Florida 32084

3. The name and address of the initial registered agent for service of process of the Company is set forth below:

The Andersen Firm, A professional Corporation
501 Whitehead Street
Key West, Florida 33040

4. At the date and time of filing of these Articles, there are two (2) members of the Company.
5. The Company will be member managed.
7. The duration of the Company is to be limited to thirty (30) years.
8. The existence of the Company shall begin on October 30, 2001.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30th day of October, 2001.



Kenneth J. Biskner, Jr., Organizer

(In accordance with Section 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)

FILED
01 NOV -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 30th day of October, 2001,
by Kenneth J. Biskner, Jr., as Organizer of LeaWal, LLC, who ✓ is personally known to
me or _____ produced _____ as identification.



Notary Public, State of
Florida at Large

My Commission expires:



Paul Sullivan
MY COMMISSION # DD037693 EXPIRES
June 28, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

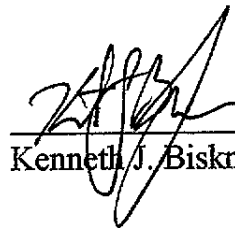
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of § 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

- a. The name of the limited liability company is LeaWal, LLC.
- b. The name and address of the registered agent and office is:

The Andersen Firm, A Professional Corporation
501 Whitehead Street
Key West, FL 33040

LeaWal, LLC



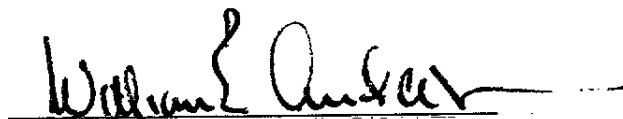
Kenneth J. Biskner, Jr., Organizer

Date: October 30, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION


William E. Andersen, President

Registered Agent: LeaWal, LLC

Date: October 30, 2001