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December 28, 2001

12/31

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-12/31/01--01078--016  
\*\*\*\*\*260.00 \*\*\*\*\*130.00

Florida Division of Corporations  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

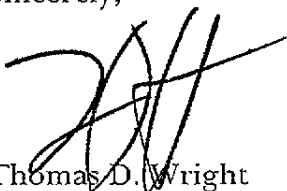
Re: Shoreline Development III, LLC. & CMG Management Group, LLC.

FILED

Ladies & Gentlemen:

Please find enclosed Articles of Organization for the above (in duplicate) for filing. My check payable to your division is enclosed in the sum of \$ 260.00 in payment of the filing fees. Please return a certified copy of the Articles to this office at the above mailing address.

Sincerely,



Thomas D. Wright

TDW/da  
Enclosures

FILED  
01 DEC 31 PM 12: 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**SHORELINE DEVELOPMENT III, LLC.**

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

**ARTICLE I -- NAME**

The name of the limited liability company shall be SHORELINE DEVELOPMENT III, LLC. ("company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be Beville Road, Suite 103, South Daytona, Florida 32119.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**AGENT ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida is THOMAS D. WRIGHT, 340 North Causeway, New Smyrna Beach, Florida 32169.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLE V -- MANAGEMENT**

The company shall be managed by its members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at New Smyrna Beach, Florida, on the 27 day of December, 2001.

Barbara Y Lovelace  
Witness

Daniel T. Michelbrink  
DANIEL T. MICHELBRINK

Donna J. Austin  
Witness

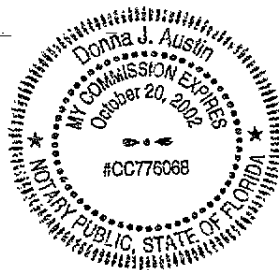
STATE OF FLORIDA  
COUNTY OF VOLUSIA

Sworn to and subscribed before me this 27 day of December, 2001, by DANIEL T. MICHELBRINK, who is personally known to me.

Donna J. Austin  
Notary Public

Printed Name: DONNA J. AUSTIN

My commission expires:



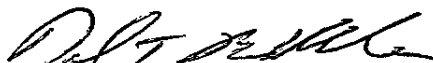
**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of Florida Statutes, SHORELINE DEVELOPMENT III, LLC. submits the following statement to designate a registered office and registered agent in the state of Florida:

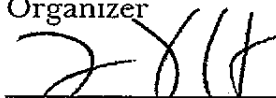
1. The name of the limited liability company is SHORELINE DEVELOPMENT III, LLC.
  
2. The name and street address of the registered agent in Florida are: THOMAS D. WRIGHT, 340 North Causeway, New Smyrna Beach, Florida 32169.

The undersigned, being the person named in the articles of organization of SHORELINE DEVELOPMENT III, LLC. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

DATED this 27 day of December, 2001.



DANIEL T. MICHELBRINK  
Organizer



THOMAS D. WRIGHT  
Registered Agent