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ACCOUNT NO. : 072100000032

REFERENCE : 631857 7181759

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 155.00

ORDER DATE : January 8, 2002

ORDER TIME : 10:59 AM

ORDER NO. : 631857-005

CUSTOMER NO: 7181759

CUSTOMER: Joseph McLaughlin, Legal Asst
The Smith Law Firm

333 Fleming Street

Key West, FL 33040

DOMESTIC FILING

NAME: THE JWJD LIMITED COMPANY

EFFECTIVE DATE:

700004759337--4

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

JPB
1-8-02

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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ARTICLES OF ORGANIZATION
OF
THE JWJD LIMITED COMPANY

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 I -- NAME

The name of the limited liability company shall be THE JWJD LIMITED COMPANY ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be c/o The Old Customs House Inn, 124 Duval Street, Key West, Florida 33040.

ARTICLE III -- DURATION

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

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is: WAYNE LaRUE SMITH, The Smith Law Firm, a professional association, 333 Fleming Street, Key West, Florida 33040.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company cash in the amount of \$100.00.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be

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determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

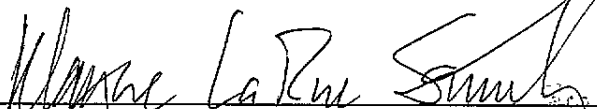
ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

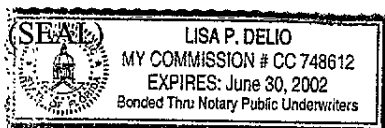
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is JIM DIX, c/o The Old Customs House Inn, 124 Duval Street, Key West, Florida 33040 as manager.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Key West, Monroe County, Florida, on January 7, 2002.


Name of Organizer: WAYNE LaRUE SMITH

STATE OF FLORIDA)
) SS.:
COUNTY OF MONROE)

Sworn to and subscribed before me this 7th day of January, 2002, by WAYNE LaRUE SMITH, who is personally known to me.





Notary Public -- State of Florida

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of THE JWJD LIMITED COMPANY, 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.


WAYNE LaRUE SMITH
Registered Agent

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