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REPLY TO: BRUCE A. MCDONALD
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April 30, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/06/02--01011--022
****125.00 ****125.00

RE: Characters of Perdido Key, LLC

Dear Sir:

Enclosed please find Articles of Organization of Characters of Perdido Key, LLC and Acceptance of Appointment of Registered Agent. Also, please find the company's check for \$125.00 to cover the filing fee for a limited liability company, and registered agent designation. Please send us back a copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,



Bruce A. McDonald

BAM/lr
Encls.

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TALLAHASSEE, FLORIDA

J. BRYAN MAY 10 2002

**ARTICLES OF ORGANIZATION
OF
Characters of Perdido Key, LLC**

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ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is Characters of Perdido Key, LLC

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company are: 14110 Perdido Key Drive, Pensacola, FL 32507.

ARTICLE III — Management:

The Company is to be managed by one or more members and is, therefore, a member-managed company. The name and address of the initial Managing Member is:

Damien Lamb
4706 Condado Circle
Pensacola, FL 32507

ARTICLE IV — Registered Agent:

The name of the company's initial registered agent in Florida is Damien Lamb. The address of the company's initial registered office in Florida is 14110 Perdido Key Drive, Pensacola, FL 32507.

ARTICLE V — Non-managing Members

The initial non-managing members are:

Gale Book
950 Green Hills Road
Cantonment, FL 32533

Lawrence J. Book
950 Green Hills Road
Cantonment, FL 32533

ARTICLE VI — Agency Authority of Members:

Subject to the provisions of the operating agreement of the company, members of the company shall have authority as prescribed by Section 608.4235 of the Florida Limited Liability Company Act.

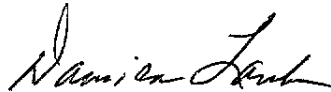
ARTICLE VII — Limited Liability:

Pursuant to Sections 608.4227 and 608.4228 of the Florida Limited Liability Company Act, the members shall not be personally liable for any debt, obligation, or liability of the Company regardless of whether the company or its members observe the usual company formalities or requirements relating to the exercise of its Company powers or management.

ARTICLE VIII — Effective Date

As allowed in sec. 608.409, Fla. Stat., these Articles of Organization shall take effect, and the company shall begin its existence, on the date on which these Articles are signed, provided that they are filed with the Department of State within five business days after execution.

In accordance with sec. 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.



Damien Lamb, Managing Member

Dated: April 29, 2002.

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Damien Lamb, hereby accept the appointment as Registered Agent for Characters of Perdido Key, LLC, 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, Florida Statutes.



Damien Lamb

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