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412 NORTH PALMFAIR AVENUE, DAYTONA BEACH, FLORIDA 32118

October 15, 2002

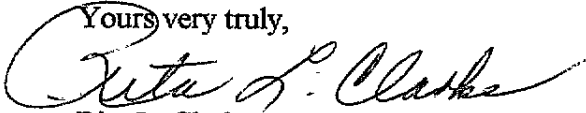
Division of Corporations

RE: Sea Shell LLC

Enclosed please find Articles of Organization on the above in duplicate as well as our check in the amount of \$125.00 to cover filing fee.

Please file and return proof to undersigned.

Yours very truly,



Rita L. Clarke

rc

enclosures per above

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME:

The name of the Limited Liability Company is:

SEA SHELL RESORTS, LLC

ARTICLE II - ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is:

Anthony Blissett
Blissco Properties, Inc.
13454 SW 144 Terrace
Miami, Florida 33186-7654

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TALLAHASSEE, FLORIDA

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be : PERPETUAL

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name(s) and addresses(s) of the managing member(s) is/are:

Anthony Blissett
13454 SW 144 Terrace
Miami, Florida 33186-7654

Jacqueline Blissett
13454 SW 144 Terrace
Miami, Florida 33186-7654

ARTICLE V - Admission of Additional Members:

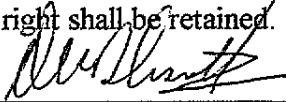
The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

Members shall have the right to admit additional members at their discretion.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The right shall be retained.



signature of member or an authorized
representative of a member

Anthony Blissett

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

Anthony Blissett

Typed or printed name of signee

Dated: 10/15/02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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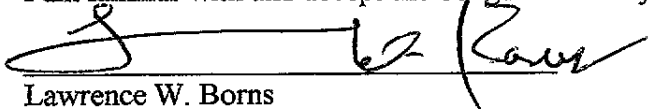
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: SEA SHELL RESORTS, LLC
2. The name and the Florida street address of the registered agent are:

Lawrence W. Borns, Esq.
412 N. Halifax Avenue
Daytona Beach, FL 32118

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 property and complete performance of my duties, and
I am familiar with and accept the obligations of my position as registered agent.


Lawrence W. Borns

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STATE
TALLAHASSEE
FLORIDA

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