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JB
11-26-02

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

712 S. OREGON AVENUE
TAMPA, FLORIDA 33606-2543

MICHAEL R. CAREY
DOUGLAS P. MANSON
E. ASHLEY MCRAE
RANDALL P. MUELLER
ANDREW M. O'MALLEY
DAVID M. PEARCE
DANIEL D. WHITAKER

TELEPHONE: 813-250-0577
FACSIMILE: 813-250-9898

November 19, 2002

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

Re: Bimini Bay Investments, LLC

To Whom It May Concern:

Enclosed for processing are two originals of Articles of Organization for Bimini Bay Investments, LLC. Please file one original and certify and return one to me.

Also enclosed is our firm check in the amount of \$130.00, to cover the following costs:

1.	Filing fee	\$100.00
2.	Designation of Registered Agent	25.00
3.	Status Certificate	<u>5.00</u>
	Total	\$130.00

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/gp
Enclosures

cc: Bimini Bay Investments, LLC

225.766.1119

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DEPARTMENT
OF STATE
TALLAHASSEE, FL

**ARTICLES OF ORGANIZATION
OF
BIMINI BAY INVESTMENTS, LLC**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE 1
NAME AND ADDRESS**

The name of the limited liability company shall be Bimini Bay Investments, LLC, and its principal place of business and its mailing address shall be 4807 First Avenue Drive NW in the City of Bradenton, County of Manatee, State of Florida 34209.

**ARTICLE 2
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, and all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract

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ARTICLE
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or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE 3 DURATION

This limited liability company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE 4 MANAGEMENT

The limited liability company is to be managed by a manager or managers and the names and addresses of such managers of the company are:

Joseph E. Duke, Jr.
4807 - 1st Avenue Dr. NW
Bradenton, Florida 34209

Mark P. Barnebey
1301 - 6th Avenue W.
Bradenton, Florida 34205

Harry W. Welsch, Jr.
Post Office Box 1820
Anna Maria, Florida 34216

ARTICLE 5 MEMBERS

The initial members of the limited liability company are:

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U.S. DISTRICT COURT
MIDDLE DISTRICT
FLORIDA
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Joseph E. Duke, Jr.
4807 - 1st Avenue Dr. NW
Bradenton, Florida 34209

Mark P. Barnebey
1301 - 6th Avenue W.
Bradenton, Florida 34205

Harry W. Welsch, Jr.
Post Office Box 1820
Anna Maria, Florida 34216

ARTICLE 6 ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

ARTICLE 7 MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

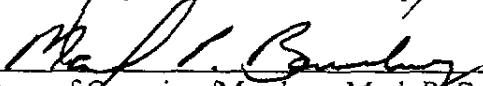
ARTICLE 8 INITIAL REGISTERED OFFICE AND REGISTERED AGENT

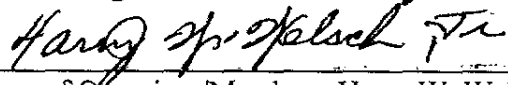
The Florida street address of the initial registered office of the limited liability company is 1301 - 6th Avenue W., City of Bradenton, County of Manatee, State of Florida 34205, and the name of its initial registered agent at such address is Mark P. Barnebey.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Bimini Bay Investments, LLC.

Executed by the undersigned at 4807-1st Ave. Dr. NW, Bradenton, Florida on November 11, 2002.


Name of Organizer/Member: Joseph E. Duke, Jr.


Name of Organizer/Member: Mark P. Barnebey


Name of Organizer/Member: Harry W. Welsch, Jr.

STATE OF FLORIDA
COUNTY OF MANATEE

Before me personally appeared Joseph E. Duke, Jr., one of the members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal on ^{November} October 11, 2002.



Barbara B Wells
My Commission DD123992
Expires September 28, 2006

Barbara B. Wells

Type, Print or Stamp Name of Notary _____
Personally Known ☒ or Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF MANATEE

Before me personally appeared Mark P. Barnebey, one of the members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal on ^{November} October 11, 2002.



Barbara B Wells
My Commission DD123992
Expires September 28, 2006

Barbara B. Wells

Type, Print or Stamp Name of Notary _____
Personally Known ☒ or Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF MANATEE

Before me personally appeared Harry W. Welsch, Jr., one of the members of the above limited liability company, who signed the above Articles of Organization, as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal on ^{November} October 12th, 2002.



ELIZABETH A. SMITH
Notary Public, State of Florida
My comm. expires May 11, 2003
Comm. No. CC828852
Bonded thru Service Insurance Company, Inc.

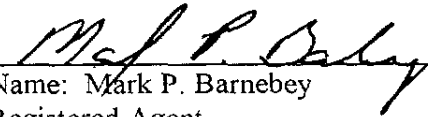
Elizabeth A. Smith

Type, Print or Stamp Name of Notary _____
Personally Known ☒ or Produced Identification ☒
Type of Identification Produced FL DR Lic

**ACCEPTANCE OF REGISTERED
AGENT / REGISTERED OFFICE**

The undersigned, having been named in the Articles of Organization of Bimini Bay Investments, LLC, as registered agent and to accept service of process for this limited liability company at the place designated at Article 8, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision 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 of the Company.


Name: Mark P. Barnebey
Registered Agent
1301 - 6th Avenue W.
Bradenton, Florida 34205

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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