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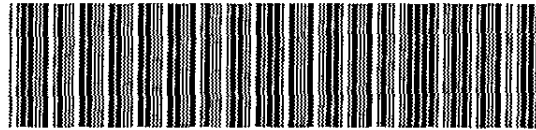
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PROFESSIONAL ASSOCIATION

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Facsimile (813) 221-8501

January 7, 2003

**BY FEDERAL EXPRESS**

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Sea Pines II, L.C.

Dear Sir/Madam:

Enclosed please find for filing the original and one copy of the Articles of Organization relating to the above limited liability company.

Please file the original Articles of Organization and thereafter return to this office a certified copy of the Articles.

Also enclosed is this firm's check in the amount of \$155.00, representing the filing fee of \$125.00 and certified copy fee of \$30.00.

Thank you for your assistance and cooperation in this matter.

Yours very truly,

FREEDMAN & MICHAELS, P.A.



Linda M. Michaels

LMM/lam  
Enclosure

cc: Mr. Vincent Bekiempis

**ARTICLES OF ORGANIZATION  
OF  
SEA PINES II, L.C.**

These Articles of Organization are made for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

**ARTICLE I  
NAME**

The name of this limited liability company is SEA PINES II, L.C. (the "Company").

**ARTICLE II  
ADDRESS**

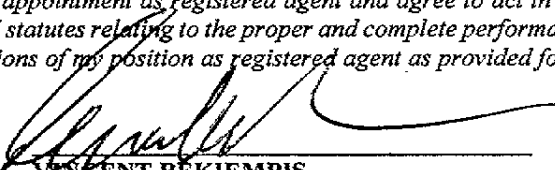
The mailing address and street address of the principle office of the Limited Liability Company is 12108 North 56<sup>th</sup> Street, Tampa, Florida 33617.

**ARTICLE III  
REGISTERED AGENT, REGISTER OFFICE, & REGISTERD AGENT'S SIGNATURE**

The name and Florida street address of the registered agent are:

**VINCENT BEKIEMPIS**  
12108 N. 56th Street  
Tampa, Florida 33617

*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 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, F.S.*

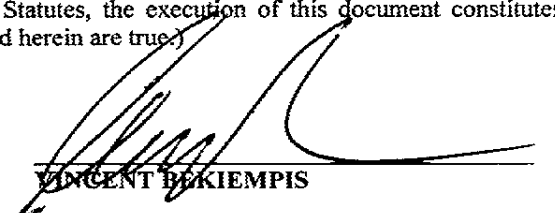
  
VINCENT BEKIEMPIS  
Registered Agent

**ARTICLE IV  
MANAGEMENT**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

  
VINCENT BEKIEMPIS  
Member and Manager

(In accordance with section 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.)

  
VINCENT BEKIEMPIS

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STATE OF FLORIDA  
TALLAHASSEE

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