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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Dolphin Beach LLC

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Requested by _____

Name _____

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**ARTICLES OF ORGANIZATION
OF
DOLPHIN REACH, L. L. C.
a LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopt the following Articles of Organization for the purpose of becoming a limited liability company under the Florida Limited Liability Company Act:

ARTICLE I

Name

The name of the limited liability company, referred to in these Articles as "Company", is DOLPHIN REACH, L. L. C.

ARTICLE II

Duration

The period of duration of Company is twenty-five years beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE III

Purpose

The purpose for which Company is organized is the offering of dolphin-assisted therapy for special needs children, a captive dolphin breeding program and as public education services allowing for short-term presentations, possibly ranging from half-hour presentations to weekend seminars, as well as long term educational courses and field trips, possibly consisting of summer school course offerings, ranging from one to multiple week programs including topics in biology, marine biology, marine mammalogy, ecology, conservation biology and environmental ethics. The company will engage in offering dolphin assisted therapy to special needs children either by directly employed therapists or by renting animals, facility and training staff to a company offering said therapy services for this exclusive utilization. Additionally, the company will establish and maintain a captive breeding program for Bottlenose Dolphins, create and offer public educational programs ranging in scope from short single seminar presentations to possibly multiple week courses in topics of biology, marine biology, marine mammalogy, ecology, conservation biology and environmental ethics with corresponding field excursions and projects; and to transact any or all lawful business for

which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE IV

Principal Address

The address of Company's principal place of business in Florida is 1130 PALMA SOLA BLVD., BRADENTON, FL 34209. This is also the mailing address.

ARTICLE V

Registered Agent and Office

The name of Company's initial registered agent in Florida is MARCUS A. LINDEMANN. The address of Company's registered office in Florida is 1130 PALMA SOLA BLVD., BRADENTON, FL 34209.

ARTICLE VI

Capital Contributions

The total amount of cash contribution is One Thousand (\$1,000.00) Dollars. The initial member is:

PERCENTAGE OF OWNERSHIP	OWNER ENTITY
One Hundred (100%) percent	MARCUS A. LINDEMANN

ARTICLE VII

Management

The Company is to be managed by two (2) managers. The initial managers are:

1. MARCUS A. LINDEMANN, whose address is 1130 PALMA SOLA BLVD., BRADENTON, FL 34209;

2. KARL H. LINDEMANN, whose address is 1130 PALMA SOLA BLVD., BRADENTON, FL 34209;

who will serve until the first annual meeting of the members. Managers shall be elected annually by the members, with the vote of a majority in interest of the members.

ARTICLE VIII

Admission of New Members

Members shall have the right to admit new members. Such new members may be admitted

only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE IX

Transfer of Members Interest

A member in the Company may transfer or assign his or her interest provided, if all of the members (not including the member transferring an interest) do not approve the transfer or assignment by unanimous written consent, the transferee of the interest will have no participation in the management of the affairs of the Company or become a member, though such transferee or assignee will be entitled to receive the share of profits or other compensation by way of income and the return of contributions to which the transferor or assignor would otherwise be entitled.

ARTICLE X

Distributions of Company Assets

The Company may, from time to time, distribute its property to its members, PROVIDED, in no event shall any distribution be made if after the distribution the Company would not be able to pay its debts as they become due in the usual course of business, or if after the distribution the Company's total assets would be less than the sum of its total liabilities. Distribution, when made, shall be allocated on the basis of each members' capital account. Distributions of Company assets may be made in cash or in kind.

ARTICLE XI

Distributions on Dissolution

Upon dissolution of the Company, the assets of the Company shall be distributed as provided in the Florida Limited Liability Company Act in effect at the time of dissolution.

ARTICLE XII

Amendment or Repeal of Articles

These Articles of Organization may be altered, amended or repealed by vote of the members of the Company, upon the affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company.

ARTICLE XIII

Regulations

The members of the Company may adopt and amend by affirmative vote of members owning not less than seventy-five (75%) percent of the total membership interest in the Company, regulations governing the management of the Company's affairs.

IN WITNESS WHEREOF, for the purpose of forming this limited liability company in accordance with the Florida Limited Liability Company Act the undersigned have executed these Articles of Organization on this 15th day of January, 2003, at BRADENTON, Florida.

DOLPHIN REACH, L.L.C.

By: Marcus A. Lindemann
MARCUS A. LINDEMANN, It's Manager

By: Karl H. Lindemann
KARL H. LINDEMANN, It's Manager

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MANATEE COUNTY
FLORIDA

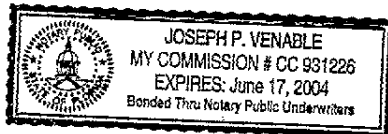
STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 15th day of January, 2003 by MARCUS A. LINDEMANN as Manager of DOLPHIN REACH, L.L.C., who is personally known to me or who has produced Driver's License as identification and who did not take an oath.

_____, NOTARY PUBLIC

MY COMMISSION EXPIRES:



(SEAL)

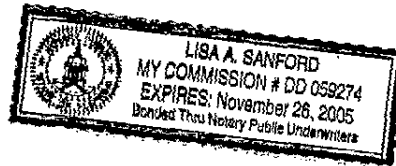
STATE OF FLORIDA

COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 16th day of January, 2003 by KARL H. LINDEMANN as Manager of DOLPHIN REACH, L.L.C., who is personally known to me or who has produced FL dr license as identification and who did not take an oath.

Lisa A. Sanford
NOTARY PUBLIC

MY COMMISSION EXPIRES:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REGISTERED
AGENT/REGISTERED OFFICE**

In accordance with Section 608.415 of the Florida Limited Liability Act, a registered agent is appointed as follows:

DOLPHIN REACH, L. L. C., located at 1130 PALMA SOLA BLVD., BRADENTON, FL 34209, names MARCUS A. LINDEMANN, as its registered agent to accept service of process within Florida. The address of the registered agent is 1130 PALMA SOLA BLVD., BRADENTON, FL 34209.

Dated: January 15th, 2003

DOLPHIN REACH, L. L. C.

By: Marcus Lindemann
MARCUS A. LINDEMANN, Manager

By: Karl H. Lindemann
KARL H. LINDEMANN, Manager

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Having been named as registered agent and to accept service of process for the above-named limited liability company at the street address designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity.

Dated: January 15th, 2003.

Marcus Lindemann
MARCUS A. LINDEMANN, Registered Agent