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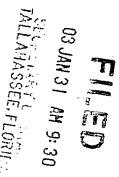
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South Bay Properties, LLC

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Registration of LLC

January 29, 2003

To Whom it May Concern:

The following is the cover letter you requested along with the articles of organization and the check for the filing fees.

Richard A. Counts 400 Flagship Drive #307 Naples, Florida 34108 (239) 596-9605 (239) 253-4886 Cellular

Thank you.

Richard A. Counts

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:
South Bay Properties, LLC
ARTICLE II - Address:
The mailing address and street address of the principal office of the Limited Liability Company is:
400 Flagship Dr. #307, Naples, FL. 34108
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:
The name and the Florida street address of the registered agent are:
Richard A. Counts
400 Flaaship Dr. #307
Florida street address (P.O. Box NOT acceptable)
Modes and I I I
City, State, and Zip
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 daties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.
whan M. Course
Registered Agent's Signature
(An additional article must be added if an effective date is requested)
Wishard M. Com
Signature of a member or an authorized representative of a member.
(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.)
Physical Research
Typed or printed name of signee
Comment of the state of the sta

Filing Fees:
\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)