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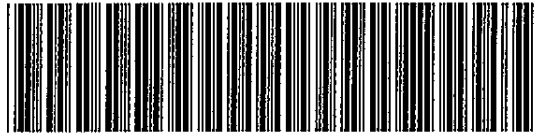
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCOTT & SHEPPARD, P.A.
ATTORNEYS AT LAW

99 Orange Street
St. Augustine, Florida 32084-3564

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* ALSO ADMITTED TO PRACTICE
IN NEW YORK & NEW JERSEY

February 5, 2003

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

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03 FEB 10 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: ST. AUGUSTINE SANDS, LLC

Dear Sir, dear Madam:

Enclosed herewith please find the original together with one fully executed copy of the Articles of Organization for ST. AUGUSTINE SANDS, LLC.

I have also enclosed my check in the amount of \$125.00 to cover the filing fee and cost of a copy of the Articles after filing with your agency.

You will see that the Articles contain, as a part thereof, the required Acceptance of Resident Agent.

Should you have questions regarding the foregoing, please feel free to contact me. Otherwise, I would appreciate your filing the original Articles and returning a certified copy to me at your earliest convenience.

Sincerely,



Sean P. Sheppard, Esq.

Encl. as stated

ARTICLES OF ORGANIZATION OF ST. AUGUSTINE SANDS, L.L.C.

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 I NAME

The name of the limited liability company shall be ST. AUGUSTINE SANDS, L.L.C., and its principal place of business shall be 21 Surf Drive, St. Augustine Beach, Florida 32080, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II 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 and all activities and/or business authorized under the laws of the State of Florida.
2. In general, to carry on any and all incidental activities and/or 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, 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 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 objects, 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 III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Six Hundred and Twenty-Five Dollars(\$625.00) cash shall be paid to the limited liability company by each of the members, for a total initial contribution of One Thousand Two Hundred and Fifty Dollars(\$1,250.00). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE IV PROFIT AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement, of business of the limited liability company, the month and day of such commencement date being the date these articles are filed with the Secretary of State of the State of Florida.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE V
LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

**ARTICLE VI
DURATION**

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

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be located at 21 Surf Drive, St. Augustine Beach, Florida, County of St. Johns, Florida 32080. This is also the limited liability company's mailing address..

**ARTICLE VIII
MANAGEMENT**

Two (2) managers shall manage this limited liability company. The names and addresses of the persons who shall serve as such until the first annual meeting of members or until their successors are elected and qualified is as follows:

Tim Harmsen, whose address is 74 East Golden Lake Road, Circle Pines, Minnesota 55014
Karen Harmsen, whose address is 74 East Golden Lake Road, Circle Pines, Minnesota 55014

**ARTICLE IX
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is SCOTT & SHEPPARD, P.A., 99 Orange Street, City of St. Augustine, County of St. Johns, Florida, 32084 and the name of its initial registered agent at such address is Sean P. Sheppard, Esq.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company and shall be based upon the market value equity position of each of the existing members at that time. Any contribution required to be made by any new members shall also be approved by unanimous vote of the existing members.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, and the existing members shall always retain the right to purchase another member's interest at market value at the time such sale or transfer is proposed.

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, and shall have the right to purchase such deceased, retired, resigned, expelled, bankrupt, dissolved or terminated member's interest at the market value at the time such sale or transfer is proposed.

The term "market value" as used herein, and as it pertains to the market value of an individual member's share of the limited liability company, shall mean the total value of the assets and collectible accounts receivable of the limited liability company minus the total debts and liabilities of the limited liability company, divided by the total number of existing members at the time of the proposed transfer of any interest in the limited liability company. The term "market value" as used herein, and as it pertains to the limited liability company as a whole, shall mean the total value of the assets and collectible accounts receivable of the limited liability company minus the total debts and liabilities of the limited liability company.

In the event of any proposed transfer of interest or ownership, or in the event of 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 of any member's share of this limited liability company, the limited liability company shall have one hundred and twenty (120) days to buyout or to purchase such member's share.

In the event of any dispute(s) between any members regarding the administration of this limited liability company, or in the event of any dispute between an individual member and the remaining members of this limited liability company, all such dispute(s) shall be resolved by binding arbitration pursuant to the guidelines of the American Arbitration Association (AAA). In all such disputes, the laws of the State of Florida shall be applicable, and the proper venue for any proceedings shall be St. Johns County, Florida.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of St. Augustine Sands, L.L.C.

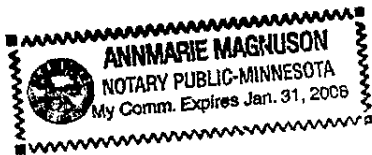
Executed by the undersigned at Anoka County, Minnesota, on this 31 day of January 2003.


Tim Harmsen, Manager

STATE OF MINNESOTA
COUNTY OF Anoka

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared TIM HARMSSEN, to me personally known and known to be the person described as the subscriber in and who executed the foregoing Articles of Organization and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at Anoka County, Minnesota, this 31 day of January, A.D., 2003.



AnnMarie Magnuson
Notary Public, State of Minnesota
My Commission Expires:

FILED
03 FEB 10 PM 4:08
TALLAHASSEE, FLORIDA

Executed by the undersigned at Anoka County, Minnesota, on this January day of 2003.

Karen L. Harmsen
Karen Harmsen, Manager

STATE OF MINNESOTA
COUNTY OF Anoka

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KAREN HARMSSEN, to me personally known and known to be the person described as the subscriber in and who executed the foregoing Articles of Organization and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at Anoka County, Minnesota, this 31 day of January, A.D., 2003.




AnnMarie Magnuson
Notary Public, State of Minnesota
My Commission Expires:

ACCEPTANCE OF RESIDENT AGENT

I, Sean P. Sheppard, having been named to accept the service of process for St. Augustine Sands, L.L.C., certify that I am a permanent resident of St. Johns County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations of the position of Registered Agent as provided for in Chapter 608, Florida Statutes.

DATED at St. Augustine, St. Johns County, Florida, this 3rd day of February, A.D., 2003.



Sean P. Sheppard, Registered Agent

**STATE OF FLORIDA
COUNTY OF ST. JOHNS**

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Louis Fisher, to me personally known and known to be the person described as the Registered Agent herein and who executed the foregoing Acceptance of Registered Agent and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, this 3rd day of February, A.D., 2003.



Notary Public, State of Florida
My Commission Expires:

FILED
03 FEB 10 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA