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03 MAR 27 AM 9:27

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JLS

Thomas P. McLennon
Attorney at Law

Jurisdictions:

State Courts in Florida

State Courts in Illinois

U.S. District Court, Middle Dist. FL

1460 South McCall Road
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tmclennon@verizon.net

March 25, 2003

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: CHANGING TIDES, L.L.C.

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TALLAHASSEE, FLORIDA

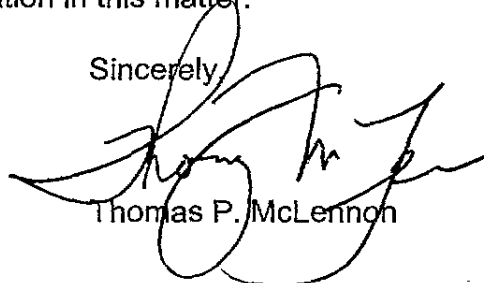
Dear Sir or Madam:

Please find enclosed the original and a copy of the Articles of Organization and Acceptance of Registered Agent for the above new Limited Liability Company. I request that you file these Articles, then return to me a certified copy; a self-addressed, stamped envelope is provided for your convenience.

Also enclosed check #317 in the amount of \$133.75 payable to the Secretary of State in payment of the filing fee (\$100.00), Registered Agent Fee (\$25.00), and a certified copy (\$8.75).

Thank you for your cooperation in this matter.

Sincerely,



Thomas P. McLennon

TPM/bb

Enclosures

ARTICLES OF ORGANIZATION OF
CHANGING TIDES,
LIMITED LIABILITY COMPANY

ARTICLE I — Name:

The name of the Limited Liability Company is **CHANGING TIDES, LLC**

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is P. O. Box 2143, Boca Grande, FL 33921.

ARTICLE III — Registered Agent & Registered Office

The name and street address of the registered agent of the Company is JANET R. MYERS, 421 Gulf Boulevard, Boca Grande, FL 33921.

ARTICLE IV — Management:

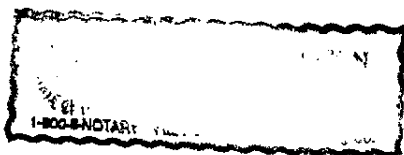
The Limited Liability Company is to be managed by the member or members and is, therefore, a member-managed company.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 21 day of March, 2003.

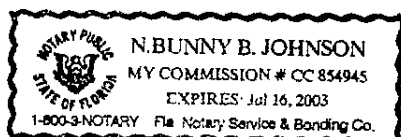
Janet R. Myers
JANET R. MYERS, Member

STATE OF FLORIDA
COUNTY OF CHARLOTTE

SWORN TO AND SUBSCRIBED before me this 21st day of March, 2003, by **JANET R. MYERS**, who is personally known to me or who produced a Florida
drivers' license as identification.



N. Bunny B. Johnson
Notary Public



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **CHANGING TIDES, L.L.C.**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position of registered agent.

DATED this 21st day of March, 2003.



JANET R. MYERS, Registered Agent

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STATE SECRETARY