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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUN -9 AM 10:48

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DAVID J. BOYD Co., L.P.A.

ATTORNEY AT LAW
1800 FEDERATED BUILDING
7 WEST SEVENTH STREET
CINCINNATI, OHIO 45202

PHONE (513) 241-2382

June 5, 2003

Florida Department of State
Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: BEACHES n DREAMS

Dear Sir/Madam:

Enclosed are Articles of Organization For a Florida Limited Liability Company in the name of BEACHES n DREAMS which I would like to file. Enclosed also is a check for the requisite filing fee.

Very truly yours,

David J. Boyd

DJB/plp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BEACHES n DREAMS L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

6909 Rushwood Court
Cincinnati, Ohio 45241

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

Kenneth Stothfang

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

Kenneth Stothfang

Name

6250 Holmes Blvd.

Florida street address (P.O. Box **NOT** acceptable)

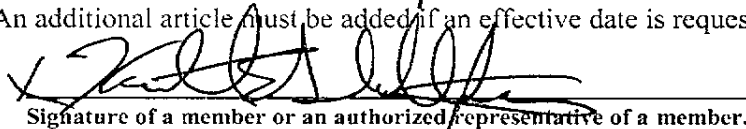
Holmes Beach FL 34217

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 duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

(An additional article must be added if an effective date is requested)


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.)

Kenneth Stothfang

Typed or printed name of signee

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)

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03 JUN -9 AM 10:48
CLERK OF CIRCUIT COURT
ALACHUA COUNTY FLORIDA