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Law Offices of JACALYN N. KOLK, P.A.

P. O. BOX 59462 4116 HIGHWAY 231 NORTH PANAMA CITY, FL 32412-0462 TEL. (850) 785-0535 FAX (850) 747-0483

July 30, 2003

Florida Department of State Division of Corporations George Firestone Building 409 E. Gaines Street Tallahassee, Florida 32399

RE: FIVES ARCADE, L.L.C.

To Whom It May Concern:

Enclosed find an original and one copy of the Articles of Organization for the above corporation. Please file the original in your offices and certify and return a copy to this firm.

We are enclosing our check in the amount of \$125.00 for the Filing Fee and Registered Agent Fee.

Very truly yours,

Jacalyn N. Kolk

JNK/jgj

Enclosures

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SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

FOR

FIVES ARCADE, L.L.C.

ARTICLE I

NAME

The name of the Limited Liability Company is:

FIVES ARCADE, L.L.C.

SECRETARY OF STALE SECRETARY OF CORPORATIONS

ARTICLE II

ADDRESS

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

105 Colony Bar Harbour Drive Panama City Beach, FL 32407

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT'S SIGNATURE

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

Philip L. Sullivan, Sr. 105 Colony Bar Harbour Drive Panama City Beach, FL 32407

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.

PHILIP L. SULLIVAN, SR.

ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be member-managed.

ARTICLE V

EXISTENCE OF L.L.C.

This corporation shall begin existence on July 30. 2003 and have perpetual existence.

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.

PHILIPL. SULLILVAN, SR.

C:\LLC\.FIVESARCADE.ART