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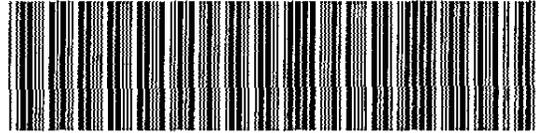
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03 OCT -1 PM 4:44  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Handwritten signature*

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bay Beach Holdings, LLC

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03 OCT - 1 AM 11:41  
TALLAHASSEE, FLORIDA

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_  
Name \_\_\_\_\_ Date 10/1/03 Time 1:18

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
BAY BEACH HOLDINGS, LIMITED LIABILITY COMPANY**

03 OCT - 1 11:41 AM  
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The undersigned being an authorized member of Bay Beach Holdings, Limited Liability Company, a Florida limited liability company ("Company"), hereby forms a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is Bay Beach Holdings, Limited Liability Company.

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Florida Statutes Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

2180 West First Street, Suite 401  
Ft. Myers, Florida, 33901

**ARTICLE IV. STREET ADDRESS OF COMPANY**

The street address of this Company is:

2180 West First Street, Suite 401  
Ft. Myers, Florida, 33901

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS**

The registered agent and the street address of the registered agent of this company in the State of Florida shall be:

Brian Freeman  
2180 West First Street, Suite 401  
Ft. Myers, Florida, 33901

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OCT - 1 PM '04  
CLERK OF COURT  
STATE OF FLORIDA

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares of the Company (excluding the member seeking to transfer his/her interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and

conditions of the Regulations of the Company

**ARTICLE VIII. DISSOLUTION OF THE COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

**ARTICLE IX. MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve until the first annual meeting of the members of the Company or until his successor is elected and qualified.

Initial Manager and Address:

Brian Freeman  
2180 First Street, Suite 401  
Ft. Myers, Florida 33901

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his/her or its contribution to capital except as provided in the Regulations then in existence.

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**ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

**ARTICLE XII. AMENDMENT OF REGULATIONS**

Pursuant to Section 608. 423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of the majority of those managers of the Company in attendance at a meeting of the managers of the Company; provided, however, any provision which has been previously adopted, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

IN WITNESS WHEREOF, the members of the Company have executed the foregoing Articles of Organization this 1 day of October, 2003.

By: 

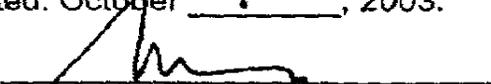
Brian Freeman

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM SERVICE  
OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of Bay Beach Holdings, Limited Liability Company in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: October 1, 2003.

By:   
Brian Freeman

FILED  
3 OCT -1 PM 4:44  
CLERK OF DISTRICT COURT  
JULIA M. LITTLE