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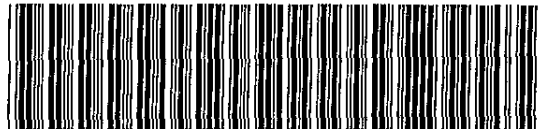
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2003 Nov 25 AM 11:00
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

J. BRYAN DEC - 4 2003

JOHN P. MARTIN

401 SOUTH LINCOLN DRIVE
CLEARWATER, FL 33756

ATTORNEY & COUNSELOR AT LAW
LL.M IN TAXATION
Real Property
Estate Planning
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November 24, 2003

VIA Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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2003 NOV 25 AM 11:00
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Level10 Properties, LLC.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Organization of the above referenced corporation, together with a check in the amount of \$125.00 to cover the cost of the filing fee and Registered Agent.

Please file the charter and send confirmation of filing to my office.

Should you have any questions, please advice.

Thank you,

John P. Martin, PA

Enclosure(s)

JPM/rmf

ARTICLES OF ORGANIZATION

OF

LEVEL10 PROPERTIES, L.L.C.

a Florida Limited Liability Company

**ARTICLE I
NAME**

The name of this Limited Liability Company is LEVEL10 PROPERTIES, L.L.C. (the "Company").

**ARTICLE II
PURPOSE**

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
ADDRESS**

The street address of the Company 's principal place of business and mailing address is:

14503 Gulf Blvd.
Madeira Beach, FL 33708

**ARTICLE IV
DURATION**

The Company's existence shall commence upon filing with the Secretary of State and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

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TALLAHASSEE, FLORIDA

**ARTICLE V
MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

**ARTICLE VI
MEMBERS**

The names and addresses of the initial members are as follows:

Dennis C. Markley
14503 Gulf Blvd.
Madeira Beach, FL 33708

Carl B. White
14503 Gulf Blvd.
Madeira Beach, FL 33708

Fred A. Edwards
14503 Gulf Blvd.
Madeira Beach, FL 33708

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

**ARTICLE VIII
CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION
AND MEMBER VOTING**

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the initial members of the of the Company is as follows:

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TALLAHASSEE, FLORIDA

The initial Registered Agent is designated as John P. Martin. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 24th day of November, 2003.

AUTHORIZED REPRESENTATIVE
OF DENNIS C. MARKLEY:

John P. Martin, ESQUIRE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 24th day of November, 2003, by John P. Martin, as Authorized Representative of Dennis C. Markley, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

Notary Public, State of Florida
My Commission Expires:

KAREN S. APODACA
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00136910
EXPIRES 7/28/2006
BONDED THRU 1-800-NOTARY1

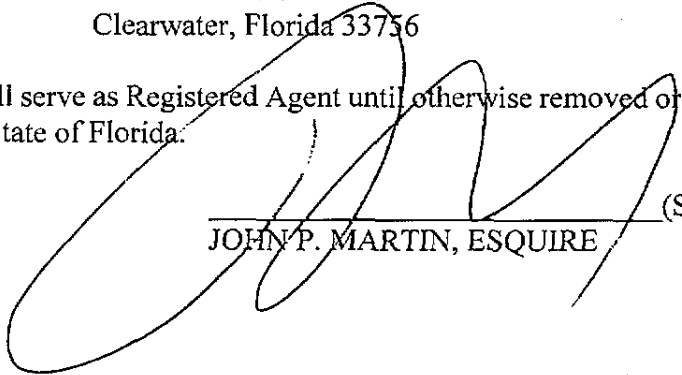
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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

John P. Martin, Esquire
401 S. Lincoln Ave.
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



JOHN P. MARTIN, ESQUIRE (SEAL)

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TALLAHASSEE, FLORIDA