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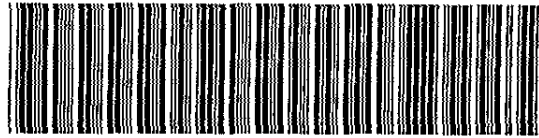
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Law Offices of

# Terry Tataru, P.A.

On The Dock - Cedar Key, Florida  
P.O. Box 630 • Cedar Key, Florida 32625 • (352) 543-6090

Terry Tataru  
Attorney at Law  
Admitted in Florida and Ohio

Fax: (352) 543-5030

January 26, 2004

Registration Section  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314-6327

Re: Harriet Smith Clams, LLC

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Organization (including a Certification of Designation of Registered Agent/Office) for a Florida Limited Liability Corporation. I am also enclosing my Trust Account check in the amount of \$125.00 for the filing fee. Please return a receipt stamped copy in the self-addressed, stamped envelope I have enclosed for that purpose.

If you have any questions concerning the above, please feel free to contact me.

Very truly yours,



Terry Tataru

TT:tjt  
Enclosures  
C: Heather McDanal

**ARTICLES OF ORGANIZATION**

**OF**

**HARRIET SMITH CLAMS, LLC**

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I. NAME**

The name of the Limited Liability Company shall be Harriet Smith Clams, LLC ("Company").

**ARTICLE II. ADDRESS**

The physical street address of the principal office of the Limited Liability Company is 8451 SW County Road 347, Cedar Key, Florida 32625, and the mailing address is P.O. Box 284, Cedar Key, Florida 32625-0284.

**ARTICLE III. DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement of the Company.

**ARTICLE IV. CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE**

Under the provisions of F.S. 608.415, Harriet Smith Clams, LLC submits the following statement to designate a registered office and registered agent in the State of Florida:

The name and address of the registered agent are Heather McDanal, 8451 SW County Road 347, Cedar Key, Florida 32625, and her mailing address is P.O. Box 284, Cedar Key, Florida 32625-0284.

The undersigned, having been named as the registered agent and to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, hereby 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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

  
HEATHER McDANAL, REGISTERED AGENT

#### ARTICLE V. ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the Operating Agreement of the company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by written consent.

#### ARTICLE VI. MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of the remaining members.

#### ARTICLE VII. MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member, and is therefore, a Member-managed Company. The name and physical street address of the Managing Member of the Company are Heather McDanal, 8451 SW County Road 347, Cedar Key, Florida 32625, and her mailing address is P.O. Box 284, Cedar Key, Florida 32625-0284.

IN WITNESS WHEREOF, the undersigned Organizer/Managing member has made and subscribed these Articles of Organization at Cedar Key, Levy County, Florida, on January 14, 2004. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

  
HEATHER McDANAL,  
ORGANIZER/MANAGING MEMBER