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

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

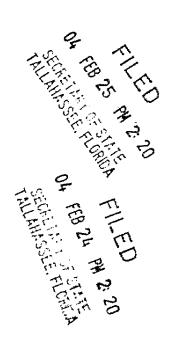
February 24, 2004

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: BEACH TRAIL DEVELOPMENT, LLC

Ref. Number: W04000007767



We have received your document for BEACH TRAIL DEVELOPMENT, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$155.00 payment.

The R.A. must sign a statement accepting his designation.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

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Letter Number: 304A00012451

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ARTICLES OF ORGANIZATION OF BEACH TRAIL DEVELOPMENT, LLC

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The undersigned, being a member of BEACH TRAIL DEVELOPMENT, LLC, a Florida limited liability company, hereby executes and adopts the following Articles of Organization pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, to be effective as of the date of filing of these Articles with the Florida Department of State.

ARTICLE I - Name:

The name of the limited liability company is BEACH TRAIL DEVELOPMENT, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the limited liability company is 500 E. Kennedy Boulevard, Suite 101-A, Tampa, Florida 33602.

ARTICLE III - Registered Agent & Office:

The name of the limited liability company's registered agent is Bruce S. Goldstein, P.A. and the address of the registered agent's office is 500 E. Kennedy Boulevard, Suite 101-A, Tampa, Florida 33602. The consent to appointment as registered agent accompanies these Articles as part of the Certificate of the Designation of Registered Agent/Registered Office.

DATED this 18th day of February, 2004

Norman D. Mallory, Jr.

Member

(Signature of a Member or authorized representative of a Member. In accordance with Section 608.408(3), Florida Statutes, the execution of the foregoing Articles constitutes an affirmation under the penalties of perjury that the statements herein are true.)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA

1. The name of the limited liability company is:

BEACH TRAIL DEVELOPMENT, LLC

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

Bruce S. Goldstein, P.A. 500 E. Kennedy Blvd., Suite 101-A Tampa, Florida 33602

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.

Bruce S. Goldstein, P.A.

Bruce S Goldetein

Date: February 18, 2004