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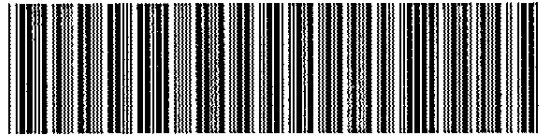
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Cayo Hueso Fund, LLC

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Fictitious Search

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UCC 11 Search

UCC 11 Retrieval

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**ARTICLES OF ORGANIZATION
OF
CAYO HUESO FUND, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Florida Statutes §608.407 of the laws of the State of Florida, and do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Florida Statutes §608.406, the limited liability company's name shall be "CAYO HUESO FUND, LLC"

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

The period of duration for this limited liability company shall be perpetual. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Florida Statutes §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The street address of this limited liability company's principal office is as follows:

1717 George Street
Key West, FL 33040

The mailing address for this limited liability company is as follows:

1717 George Street
Key West, FL 33040

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 1717 George Street, Key West, Florida, 33040. The name of the registered agent at such registered office is Nance Frank.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new members in compliance with the terms and conditions of this article. A new member may be admitted into this limited liability company only if: (i) such new member acquires ownership units in this limited liability company; (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with; (iii) such new member agrees to comply with any operating agreement then in effect governing this limited liability company; and (iv) such new member executes such instruments as the other members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of an event which terminates the continued

membership of a member in this limited liability company; it being the intent of the members hereunder that the existence of this limited liability company be perpetual as set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company is to be managed by one (1) member-manager. The name and address of such member-manager who shall serve as manager until her successor is elected and qualified is:

<u>Name of Manager</u>	<u>Address of Manager</u>
Nance Frank	1717 George Street Key West, FL 33040

If this limited liability company subsequently adopts an operating agreement, such operating agreement shall specify the method of electing managers and designating successors to any managers of this limited liability company.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one hundred (100) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather, may issue to initial members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an

interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company may engage in ownership of real property in Monroe County, Florida and operation of a business thereon.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operation of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the members so elect, grant first refusal rights or other restrictions on ownership unit transferability, and govern legal arrangements among members. Nothing in these Articles of Organization shall compel the members to adopt such an Operating Agreement unless they deem same desirable.

IT WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 9th day of April, 2004.

CAYO HUESO FUND, LLC

By: 

Nance Frank, Incorporating Member

STATE OF FLORIDA:
COUNTY OF MONROE:

BEFORE ME personally appeared NANCE FRANK, a member of this limited liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced personally known as identification, and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal at Key West, County of Monroe, and State of Florida, this 9th day of April, 2004.

Cindy Sawyer
Printed Name of Notary
My Commission Expires:

Cindy Sawyer
NOTARY PUBLIC



**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.061, Florida Statutes, the following is submitted: That CAYO HUESO FUND, LLC desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business at 1717 George Street, Key West, Florida, 33040, has named, Nance Frank as its agent to accept service of process, and designates the address at which its registered agent may be served with process to be: 1717 George Street, Key West, Florida, 33040.

Signature: _____

Nance Frank, Incorporating Member

Date: _____

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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.



Nance Frank, Registered Agent

Date: _____

4/9/04

ACCEPTANCE AND AFFIRMATION BY MANAGING MEMBER

The Limited Liability Company is to be managed by one member-manager and is, therefore, a member-managed company.



Nance Frank, Member-Manager

In accordance with section §608(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Nance Frank, Member-Manager

Date: 4/9/04