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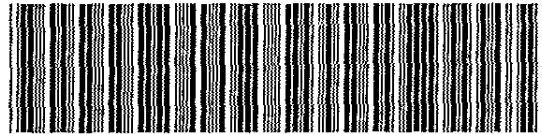
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**LAW OFFICES OF
J. KELLY KENNEDY**

198 1st St S
Winter Haven, FL 33880-3004



J. KELLY KENNEDY

Attorney at Law/Certified Public Accountant
e-mail: kelly@jkklaw.com

AREAS OF PRACTICE:

Wills, Estates, Estate Planning,
Real Property Law, Taxation,
Corporate, Business and Mortgage Law

CYNTHIA CROFOOT RIGNANESE

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e-mail: ladylawyer@jkklaw.com

REPLY TO:

PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937

May 12, 2004

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314-6327

RE: CYPRESS GARDENS SCUBA, SKI AND ADVENTURE SPORTS, LLC

Dear Ladies:

Enclosed herewith for filing are Articles of Organization for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$125.00 is enclosed to cover the following costs:

Filing Fee	\$ 100.00
Registered Agent Form	<u>25.00</u>

Total \$ 125.00

Thank you for your cooperation in this matter.

Sincerely yours,

J. Kelly Kennedy / RKL

J. KELLY KENNEDY, ESQUIRE

JKK/rh

Enclosures

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**ARTICLES OF ORGANIZATION
FOR
CYPRESS GARDENS SCUBA, SKI AND ADVENTURE SPORTS, LLC**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **CYPRESS GARDENS SCUBA, SKI AND ADVENTURE SPORTS, LLC.**

**ARTICLE II
DURATION**

This Limited Liability Company shall exist perpetually from the date of filing with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

This Limited Liability Company is organized for the purpose of scuba, ski and adventure sports and such other lawful business in the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS**

The place of business of this Limited Liability Company shall be at the following street address: 41 Lake Eloise Lane, Winter Haven, Florida 33884, and such other place or places as the member(s) from time to time may determine, and the mailing address of this Limited Liability Company shall initially be at the following address: 41 Lake Eloise Lane, Winter Haven, Florida 33884.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent of the Limited Liability Company shall be **DAVID G. CARNES**. The initial registered office address shall be 41 Lake Eloise Lane, Winter Haven, Florida 33884.

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ARTICLE VI
MANAGEMENT

The Limited Liability Company will be managed by an initial Manager, **DAVID G. CARNES**. **DAVID G. CARNES** shall serve as initial Manager until the first organizational meeting of members or until his successor is elected and qualifies. The name and address of the initial Manager is:

DAVID G. CARNES
41 Lake Eloise Lane
Winter Haven, Florida 33884.

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: additional members are to be admitted as members of the company only by the unanimous vote of the subscriber(s) and in accordance with applicable law.

ARTICLE VIII
AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Limited Liability Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Limited Liability Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Limited Liability Company and in accordance with applicable law.

IN WITNESS WHEREOF, the party hereto has executed these Articles of Organization on the 12th day of May, 2004.

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DAVID G. CARNES, Manager and Member

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 12th day of May, 2004, by **DAVID G. CARNES**, who personally appeared before me, who is known to me to be the person who executed the foregoing Articles of Organization and produced Florida Driver's License as identification or is personally known to me.

(SEAL)



Printed Name: Roxie D. Henderson
Notary Public



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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent, to accept service of process for **CYPRESS GARDENS SCUBA, SKI AND ADVENTURE SPORTS, LLC**, at the place designated, I hereby accept the appointment as Registered Agent, and state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent, including those specified in Chapter 608 of the Florida Statutes.

Dated: May 12, _____, 2004.



DAVID G. CARNES, Registered Agent

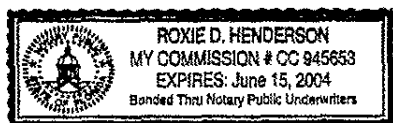
STATE OF FLORIDA COUNTY OF POLK

The foregoing instrument was acknowledged before me this 12th day of May, 2004, by **DAVID G. CARNES**, who personally appeared before me, and produced Florida Driver's License as identification or is personally known to me.



Printed Name: Roxie D. Henderson
Notary Public

(SEAL)



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