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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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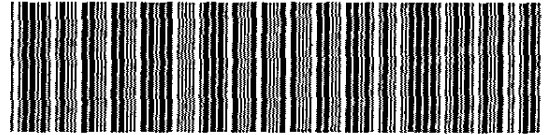
(Business Entity Name)

(Document Number)

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JUL 10 2004
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W4-44137
OK

**GREGORY W. GLASS, ATTORNEY
88540 OVERSEAS HIGHWAY, UNIT 103
TAVERNIER, FL 33070**

Telephone (305) 852-4389
Facsimile (305) 852-4389

June 5, 2004

Via Overnight Delivery
FLORIDA DEPARTMENT OF STATE
409 E. Gaines Street
Tallahassee, FL 32399
Attn: Division of Corporations

Re: Schooner Bay Companies

Dear Sir or Madam:

In connection with the above-referenced matter, enclosed please find the original Articles of Organization for the following limited liability companies to be filed in your office, together with a check in the amount of \$500.00 for payment of the required filing fees.

1. Schooner Bay Estates, LLC
2. Schooner Bay Cottage, LLC
3. Schooner Bay Palms, LLC
4. Schooner Bay Gardens, LLC

In this regard, I would be most appreciative if you would file the enclosed Articles of Organization in your usual manner and would return a certified copy to my attention in the pre-addressed envelope which I have enclosed for your convenience.

If you have any questions regarding this matter, please call me.

Very truly yours,


Gregory W. Glass

Enclosures

FILED
JUN 10 2004
TALLAHASSEE
FLORIDA

FILED

**ARTICLES OF ORGANIZATION
OF
SCHOONER BAY PALMS, LLC**

The undersigned, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

ARTICLE I - NAME OF COMPANY

The name of the company shall be: SCHOONER BAY PALMS, LLC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the company is at 42 Schooner Bay Road, Tavernier, Florida 33070.

ARTICLE III - PURPOSES

This company is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - TERM OF EXISTENCE

The company shall begin its existence as of the filing of these Articles of Organization and shall exist perpetually.

ARTICLE V - MANAGEMENT

The business and affairs of the company shall be managed by or under the authority of one or more managers. The name and address of the initial manager of the Company is:

Schooner Bay Estates, LLC, a
Florida limited liability company
42 Schooner Bay Road
Tavernier, Florida 33070

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

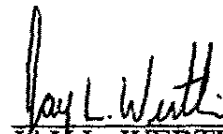
**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the company in the state of Florida is 88540 Overseas Highway, #103, Tavernier, FL 33070. The name of the initial registered agent of the company at such address is Gregory W. Glass.

ARTICLE VII - INDEMNIFICATION

The company shall indemnify its members, agents and employees to the full extent permitted by Florida law, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 5 day of June, 2004.



JAY L. WERTHEIMER

("Member")

STATE OF FLORIDA)
) S.S.:
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 5 day of June, 2004 by Jay L. Wertheimer, who ☒ is personally known to me or [☐] produced _____ as identification.



Brandi Renee Horton
Commission # DD105877
Expires April 4, 2006
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC

My Commission Expires: 04/04/06

CLERK OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, Gregory W. Glass, as registered agent appointed in accordance with the foregoing Articles of Organization, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Limited Liability Company Act.



GREGORY W. GLASS

("Registered Agent")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA