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SECRETARY OF STATE
TALLAHASSEE, FL

(Requestor's Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Black Grouper, L.L.C.

The enclosed Articles of Organization and fee(s) are submitted for filing. Please return all correspondence concerning this matter to:

Diane T. Covan, Esq.
1901 Fogarty Avenue
#1
Key West, FL 33040
Telephone: 305/293-1118
Facsimile: 305/296-1266

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name: The name of the Limited Liability Company is:

BLACK GROUPPER, L.L.C.

ARTICLE II - Address: The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

809 Fleming Street, Rear
Key West, FL 33040

Mailing Address:

809 Fleming Street, Rear
Key West, FL 33040

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature:

Diane T. Covan, Esq.
1901 Fogarty Avenue
Suite #1
Key West, FL 33040

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, Florida Statutes.

Date: 6/8/04


Diane T. Covan

ARTICLE IV - Manager(s) or Managing Member(s): The name and address of each Manager or Managing Member is as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Title:

Name and Address:

"MGR" = Manager

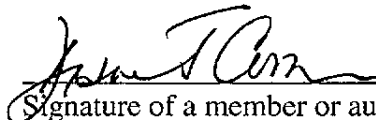
"MGRM" = Managing Member

MGRM

Mark Phillips
809 Fleming Street Rear
Key West, FL 33040

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or authorized representative
Of a member

Diane T. Covan, Agent.

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)