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W4-48998
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Harbor Lights Candle Makers, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melissa Hornsby
(Name of Person)

Harbor Lights Candle Makers, LLC
(Firm/Company)

43 Highway 98 East, HarborWalk
(Address)

Destin, FL 32541
(City/State and Zip Code)

For further information concerning this matter, please call:

Melissa Hornsby at (850) 650-6650
(Name of Person) (Area Code & Daytime Telephone Number)

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

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN 99 PM 3:50

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMIED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Florida Limited Liability Company is:

Harbor Lights Candle Makers, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

43 Highway 98 East, HarborWalk
Destin, Florida 32541

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

Melissa Anne Hornsby
43 Highway 98 East, HarborWalk
Destin, Florida 32541



Melissa Anne Hornsby

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 obligation of my position as registered agent as provided for in Chapter 608, Florida Statutes:



Registered Agent's Signature

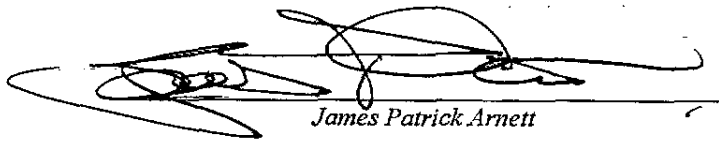
ARTICLE IV - Manager(s) or Managing Member(s):

The name and address of each manager or managing member is as follows:

Title Name and Address

MGR James Patrick Arnett, 43 Highway 98 East, Destin, FL 32541

MGR Melissa Anne Hornsby, 43 Highway 98 East, Destin, FL 32541



James Patrick Arnett



Melissa Anne Hornsby