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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : KEVIN M. HELMICH, PA
Account Number : I20020000062
Phone : (850) 650-4747
Fax Number : (850) 837-5187

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Shallow Pockets, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION**OF****SHALLOW POCKETS, L.L.C.**

The undersigned subscribers, hereby form a limited liability company under the laws of the State of Florida, Florida Statutes, Chapter 608 as follows:

ARTICLE I
NAME

The name of this limited liability company shall be SHALLOW POCKETS, L.L.C.

ARTICLE II
DURATION

This limited liability company shall have perpetual existence.

ARTICLE III
PURPOSE AND POWERS

This limited liability company is organized for the purpose of real estate investment and management, together with conducting any and all other lawful business not in conflict with the statutes of the State of Florida. This limited liability company shall have all powers enumerated in Chapter 608 mentioned above.

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the limited liability company is at 4748 Papaya Park, Destin, Florida 32541. The mailing address of the limited liability company is 4748 Papaya Park, Destin, Florida 32541.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited liability company is 4481 Legendary Drive, Suite 200, Destin, Florida 32541, and the name of the initial registered agent at that address is Kevin M. Helmich.

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Prepared by: Kevin M. Helmich, P.A.
Post Office Box 5499
Destin, Florida 32541
(850) 630-4747

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ARTICLE VI
MANAGEMENT

The management will consist of two (2) managers. The names and addresses of the initial managers of the limited liability company are as follows:

Charles D. Cary
484 Bayshore Drive
Destin, Florida 32550

Cliff A. Cohen
4748 Papaya Park
Destin, Florida 32541

Management shall be by the persons above named.

ARTICLE VII
QUORUM

A quorum of the managers consists of a majority (51% or over) of the total number of managers.

ARTICLE VIII
MANAGEMENT ACTION

Any manager acting alone shall have authority to bind the company unless specifically prohibited by the Regulations.

ARTICLE IX
COMPENSATION OF MANAGERS

Compensation of management will be determined by unanimous vote of the members.

ARTICLE X
MANAGEMENT MEETINGS

All regularly scheduled management meetings must be preceded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting unless all managers waive such notice in writing.

ARTICLE XI
SPECIAL MEETINGS

All special meetings of the managers must be preceded by at least two days notice of meeting, setting forth the date, time, place and purpose of the meeting unless all managers waive such notice in writing.

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ARTICLE XII
INITIAL MEMBERS

The names and addresses of the members of this limited liability company are as follows:

Charles D. Cary
484 Bayshore Drive
Destin, Florida 32550

Cliff A. Cohen
4748 Papaya Park
Destin, Florida 32541

Robert K. Stahlman
5722 FM 1836
Kaufman, Texas 75142

ARTICLE XIII
ADDITIONAL MEMBERS

The members of the limited liability company shall have the right to admit additional members upon unanimous written consent of the members of the company existing at that time.

ARTICLE XIV
MEMBERSHIP MEETINGS

All notices of annual membership meetings must include a detailed description of the purpose or purposes for which the meeting is called.

ARTICLE XV
DISPOSAL OF ASSETS

The sale, lease, exchange or other disposal of all, or substantially all, of the company's property, with or without good will, other than in the usual and regular course of business, must be approved by unanimous vote of the members.

ARTICLE XVI
DISSOLUTION

Upon the death, retirement, resignation, expulsion or dissolution of any member of this limited liability company or the occurrence of any other event, which terminates the continued membership of a member of the limited liability company, the limited liability company shall be terminated unless the business is continued by the consent of all remaining members.

ARTICLE XVII
TRANSFER OF INTEREST

A member may transfer that member's right to receive shares of profits and returns of capital contributions, but may not assign any of the rights to participate in the management.

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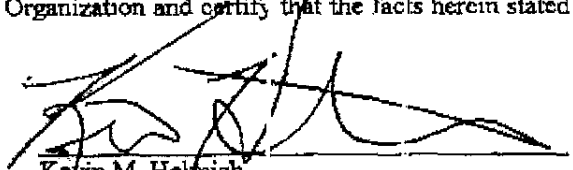
ARTICLE XVIII
REDEMPTION OF INTEREST

Should any member decide to resign from the company, and desires to sell his, her, or its entire interest in the company, that member shall first offer the interest to the remaining members of the company.

ARTICLE XIX
AMENDMENT OF REGULATIONS

The power to amend the Regulations is reserved exclusively to the unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned, being a member hereintofore named, has hereunto set his hand and seal on this the 30th day of June, 2004, for the purpose of forming a limited liability company to do business both within and without the State of Florida and does make and file in the Office of the Secretary of State of Florida these Articles of Organization and certify that the facts herein stated above are true.


Kevin M. Helmich,
Organizer

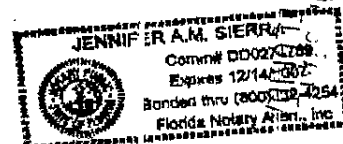
STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 30th day of June, 2004, and who personally appeared Kevin M. Helmich, who is personally known to me and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 30th day of June, 2004.


NOTARY PUBLIC

My commission expires:



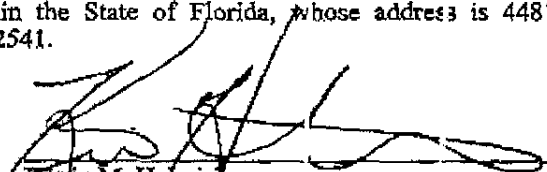
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TALLAHASSEE
FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

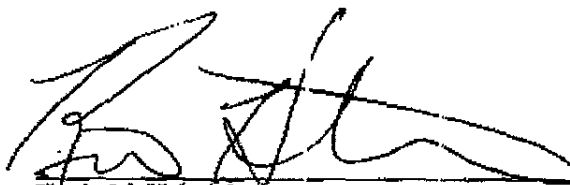
Pursuant to Section 608.415, Florida Statutes, the following is submitted: SHALLOW POCKETS, L.L.C., desiring to organize under the laws of the State of Florida with its principal place of business at 4748 Papaya Park, Destin, Florida 32541, has named Kevin M. Helmich as its agent to accept service of process within the State of Florida, whose address is 4481 Legendary Drive, Suite 200, Destin, Florida 32541.


Kevin M. Helmich,
Organizer

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Having been named as registered agent and to accept service of process for the above named limited liability company, at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative 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.


Dated this the 30th day of June, 2004.


Kevin M. Helmich,
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 30th day of June, 2004, and who personally appeared Kevin M. Helmich, who is personally known to me and did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 30th day of June, 2004.


NOTARY PUBLIC

My commission expires:

((H04000137111 3)))

Prepared by: Kevin M. Helmich, P.A.
Post Office Box 5499
Destin, Florida 32541
(850) 650-4747



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