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FAX NO.

Division of Corporations

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Florida Department of State
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To:

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

From:

Account Name : ARSENAULT & REARDON
Account Number : 075350000225
Phone : (727) 584-1199
Fax Number : (727) 586-1071

LIMITED LIABILITY COMPANY

McMULLEN BOOTH DEVELOPERS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF
McMULLEN BOOTH DEVELOPERS, LLC

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a Florida Limited Liability Company

ARTICLE I
NAME

The Name of this Limited Liability Company is McMullen Booth Developers, LLC (The "Company").

ARTICLE II
ADDRESS

The mailing address and the street address of the principal office is 1421 Alexander Way, Clearwater, Florida 33756.

ARTICLE III
DURATION

The Limited Liability Company shall begin existence on the day of filing and shall continue into perpetuity, or until dissolved in a manner provided by law or by the Operating Agreement adopted by the members of the Limited Liability Company.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by its Managing Member and the name and address of such Managing Member(s) is/are:

Robert E. Lyons
1421 Alexander Way
Clearwater, FL 33756

Stephen Bussinah
2281 Toniwood Lane
Palm Harbor, FL 34685

ARTICLE V
ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the

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Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI
MEMBER'S RIGHT TO CONTINUE BUSINESS

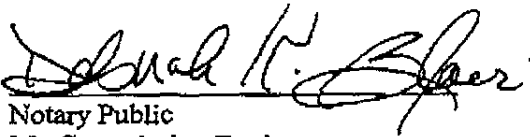
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority in interest vote of all the remaining members.

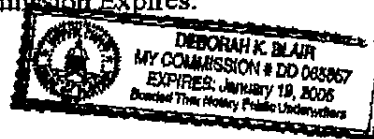
AUTHORIZED REPRESENTATIVE OF MEMBER
McMULLEN BOOTH DEVELOPERS, LLC


KENNETH G. ARSENAULT, JR.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20th day of July, 2004, by Kenneth G. Arsenault, Jr., the Authorized Representative of McMullen Booth Developers, LLC, who is personally known to me.


Notary Public
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

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Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is: McMullen Booth Developers, LLC.

The name and Florida street address of the Registered Agent is:

Kenneth G. Arsenault, Jr.
10225 Ulmerton Road, Suite 2
Largo, FL 33771

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 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.


Kenneth G. Arsenault, Jr.

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20th day of July, 2004, by Kenneth G. Arsenault, Jr., the Registered Agent, who is personally known to me.


Notary Public
My Commission Expires:



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