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SECRETARY OF STATE
(Requestor's Name) TALLAHASSEE, FLORIDA

(Address)

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(City/State/Zip/Phone #)

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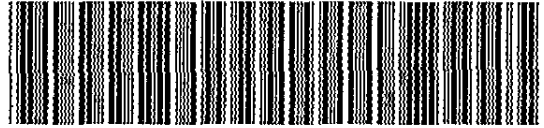
(Business Entity Name)

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Law Offices
WATSON, SOILEAU, DeLEO, BURGETT & PICKLES

A PROFESSIONAL ASSOCIATION
3490 NORTH US HIGHWAY 1
COCOA, FLORIDA 32926

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (321) 631-1550
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VICTOR M. WATSON†
JOHN L. SOILEAU†
JOSEPH E. DeLEO
STACY L. BURGETT
TIMOTHY F. PICKLES
BENNETT M. MILLER
†BOARD CERTIFIED IN REAL PROPERTY LAW

July 19, 2004

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: *MATPENCO, LLC*
Our File No: 04-5465

Gentlemen:

Enclosed herewith please find the original executed and one copy of the Articles of Organization for a Florida Limited Liability Company, including a Certificate of Designation of Registered Agent/Registered Office for the above-referenced company. Upon filing, please return the certified copy.

Also enclosed is this firm's check in the amount of \$155.00 to cover the following fees associated with filing:

| | |
|------------------------------|------------------|
| Articles of Organization and | |
| Registered Agent Designation | \$ 125.00 |
| Certified copy of Articles | \$ <u>30.00</u> |
| Total Amount | \$ <u>155.00</u> |

Should you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

John L. Soileau

JLS:ajp

Enclosures

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

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the Limited Liability Company is: MATPENCO, LLC

ARTICLE II - ADDRESS

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

Mailing: 495 Diana Boulevard, Merritt Island, FL 32953

Street: 495 Diana Boulevard, Merritt Island, FL 32953

ARTICLE III - REGISTERED AGENT

The name and mailing address of the registered agent and office is:

Name: John L. Soileau

Street: 3490 North US Highway 1, Cocoa, FL 32926

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, F.S..

John L. Soileau

7/19/04

Date

ARTICLE IV - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by the members and the names(s) and address(es) of the managing members are:

Blue Water Relocation, Inc., 495 Diana Boulevard, Merritt Island, FL 32953
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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional member(s) and the terms and conditions of the admissions shall be:

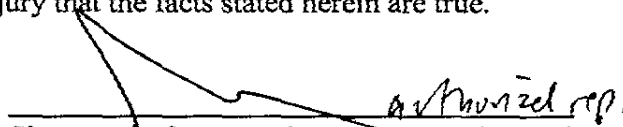
All members must consent to admission of additional members of the company.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining member(s) of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution or a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The remaining member(s) shall have the right to continue the business notwithstanding the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or other event terminating a member's membership, provided all of the remaining member(s) consent in writing to such continuation.

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Signature of a member or an authorized representative of a member

JOHN L. SOILEAU
Typed or printed name of signee