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Att. David

**KIMBERLY A. SCHULTE**

Attorney and Counselor at Law  
127 North 7th Street  
Leesburg, Florida 34748  
Telephone (352) 787-7799  
Facsimile (352) 787-3632

July 12, 2004

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Filing Articles of Organizations for Dolphin Bay Enterprises, LLC and  
Dancing Dolphin Enterprises, LLC**

To whom it may concern:


Enclosed please find the following to be filed:

- 1) Articles of Organization for Dolphin Bay Enterprises, LLC;
- 2) Affidavit of Membership and Contributions for Dolphin Bay Enterprises, LLC;
- 3) Certificate of Designation of Registered Agent/Registered Office for Dolphin Bay Enterprises, LLC;
- 4) Check in the amount of ONE HUNDRED TWENTY-FIVE AND 00/100 DOLLARS (\$125.00), for the filing fee and Registered Agent;
- 5) Articles of Organization for Dancing Dolphin Enterprises, LLC;
- 6) Affidavit of Membership and Contributions for Dolphin Bay Enterprises, LLC;
- 7) Certificate of Designation of Registered Agent/Registered Office for Dancing Dolphin Enterprises, LLC; and
- 8) Check in the amount of ONE HUNDRED TWENTY-FIVE AND 00/100 DOLLARS (\$125.00), for the filing fee and Registered Agent.

I have also provided a self addressed, stamped envelope for return of same after they have been filed.

Thank you for your assistance and cooperation in this matter. If you have any questions or need additional information please contact me at either the above listed telephone number or address.

Sincerely,

  
Kimberly A. Schulte

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**KIMBERLY A. SCHULTE**

Attorney and Counselor at Law

127 North 7th Street

Leesburg, Florida 34748

Telephone (352) 787-7799

Facsimile (352) 787-3632

July 22, 2004

Ms. Diane Cushing  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Organization for Dancing Dolphin Enterprises, LLC  
Number W04000027473  
Articles of Organization for Dolphin Bay Enterprises, LLC  
Number W04000027470**

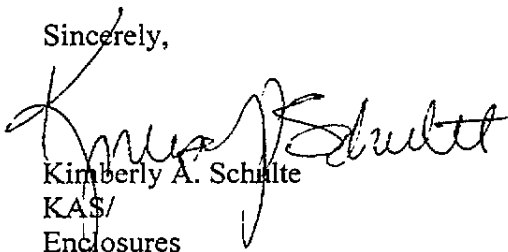
Dear Ms. Cushing:

Thank you for your two letters dated July 19, 2004 with regards to the above referenced matters. The deletions requested concerning the Affidavit of Membership and Capital Contributions have been removed from each of the Articles of Organization.

Enclosed please find the revised Articles of Organization for Dancing Dolphin Enterprises, LLC and Dolphin Bay Enterprises, LLC, as are the Certificate of Designation of Registered Agent/Registered Office for each.

Thank you for your assistance and cooperation in this matter. If you have any questions or need additional information please contact me at either the above referenced telephone number or address.

Sincerely,

  
Kimberly A. Schulte  
KAS/  
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 19, 2004

KIMBERLY A. SCHULTE  
127 NORTH 7TH STREET  
LEESBURG, FL 34748

SUBJECT: DOLPHIN BAY ENTERPRISES, LLC  
Ref. Number: W04000027470

We have received your document for DOLPHIN BAY ENTERPRISES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

You must delete any reference to the affidavit from your articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 604A00045582

ARTICLES OF ORGANIZATION  
OF  
DOLPHIN BAY ENTERPRISES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be DOLPHIN BAY ENTERPRISES, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is 3060 Montgomery Drive, Port Charlotte, Florida 33981.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual, unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Kimberly A. Schulte, Esq., 127 North 7<sup>th</sup> Street, Leesburg, Florida 34748.

ARTICLE V -- CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the 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 VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the 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 vote of all the remaining members.

#### ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are

NAME

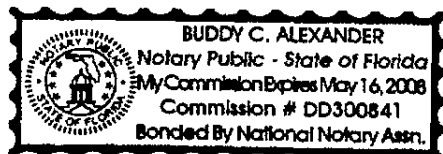
Colleen M. DeBarr, 7730 St. Marlo Country Club Parkway, Duluth, Georgia 30097.


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Port Charlotte, Florida, on July 2, 2004.

  
Colleen M. DeBarr

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

Sworn to and subscribed before me this 2 day of July, 2004, by Colleen M. DeBarr, who is personally known to me or who produced the following identification FL ID # 037709786  
Georgian



  
NOTARY PUBLIC - State of Florida  
My commission expires:

**EXHIBIT A**

Lot 20, Gaspar's Hideaway Unit One, according to the Plat thereof as recorded  
in Plat Book 15, Page 2, of the Public Records of Charlotte County, Florida.

RECORDED  
JUL 28 P 2:00  
SECRETARY  
WILLIAMS

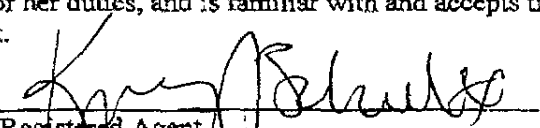
CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, DOLPHIN BAY ENTERPRISES, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is DOLPHIN BAY ENTERPRISES, LLC.
2. The name and street address of the registered agent in Florida is:  
  
KIMBERLY A. SCHULTE, ESQ., 127 North 7<sup>th</sup> Street, Leesburg, Florida 34748.

The undersigned, being the person named in the articles of organization of DOLPHIN BAY ENTERPRISES LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Dated: July 12, 2004

  
\_\_\_\_\_  
Registered Agent  
Kimberly A. Schulte, Esq.  
127 North 7<sup>th</sup> Street  
Leesburg, Florida 34748  
Telephone (352) 787 7799