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(Business Entity Name)

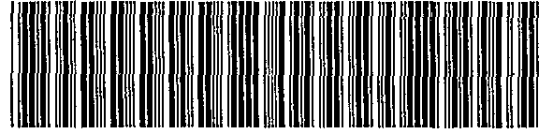
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN SEP - 8 2004

**LAW OFFICE OF BARRY L. MILLER, P.A.**

Attorney at Law  
11 N. Summerlin Ave., #100  
Orlando, Florida 32801  
407-425-2400  
Fax-425-3753

August 28, 2004

Secretary of State  
State of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

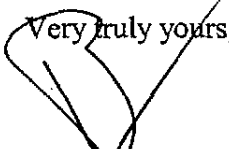
Re: Ebb tide Holdings, LLC

Dear Secretary:

Enclosed please find the original and one copy of the Articles of Organization for the above limited liability corporation, along with our check in the amount of \$125.00 for filing fees. Please file same and return your certificate with one copy of the Articles time stamped from your office.

Thank you for your time and cooperation in this matter.

Very truly yours,

  
Barry L. Miller  
Attorney at Law

JMV/  
Enclosures:/as noted/

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**ARTICLES OF ORGANIZATION**  
**EBB TIDE HOLDINGS, LLC**  
**A LIMITED LIABILITY COMPANY**

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JULIUS CORPORATION  
TALLAHASSEE, FLORIDA

1. **Name.** The name of the limited liability company is Ebb Tide Holdings, LLC.
2. **Purpose.** The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.
3. **Address of Principle Office.** The address (mailing and street address) of the registered office of the limited liability company is 10 N. Summerlin Ave., # 16, Orlando, FL 32801
4. **Term.** Term of this LLC shall be perpetual.
5. **Members at Time of Formation.** There will be at least one member at the time the limited liability company is formed.
6. **Period of Duration.** The period of duration shall be perpetual.
7. **Management.** Management of the Limited Liability Company at the time of formation shall be by manger(s) whose name(s) and address(es) are as follows:

Initial Members:

Managing Member:

Patrick N. Kephart, 10 N. Summerlin Ave., # 16, Orlando, FL 32801

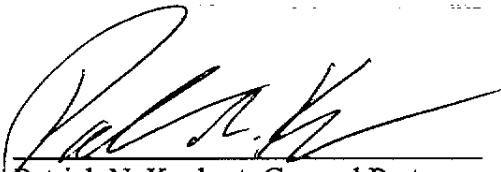
Members:

KEPFAM Holdings, LLLP, 10 N. Summerlin Ave., # 16, Orlando, FL 32801

8. **Admission of New Members.** With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon

such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

9. **Members Right to Continue Business.** The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.



Patrick N. Kephart, General Partner  
KEPFAM Holdings, LLLP  
Managing Member

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

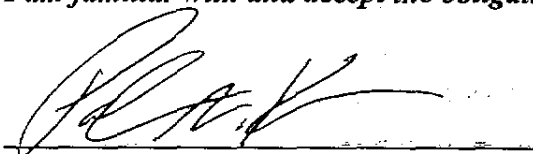
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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

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.

1. **Name.** The name of the limited liability company is Ebb Tide Holdings, LLC.
2. **Registered Office.** The address of the registered office of the limited liability company is 10 N. Summerlin Ave., # 16, Orlando, FL 32801.
3. **Registered Agent.** Patrick N. Kephart, is appointed, and by his signature below accepts appointment, to act as the Registered agent of Ebb Tide Holdings, LLC.

*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.*

  
Patrick N. Kephart

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TALLAHASSEE, FLORIDA