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Florida Department of State
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To:

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

From:

Account Name : SHUMAKER, LOOP & KENDRICK, LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660RECEIVED
04 NOV 24 PM 3:53
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

AQUAPLEX VENTURES II, LLC

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF ORGANIZATION
AQUAPLEX VENTURES II, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is AQUAPLEX VENTURES II, LLC.

ARTICLE II - Address:

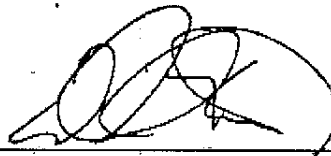
The street and mailing address of the principal office of the Limited Liability Company is:

724-A 2nd Avenue South
St. Petersburg, Florida 33701

ARTICLE III - Management:

The Limited Liability Company is to be managed by a manager or managers.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 24th day of November, 2004.



authorized representative

Signature of a member or an authorized representative of a member.

(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.)

William Kent Ihrig

Typed or printed name of signee

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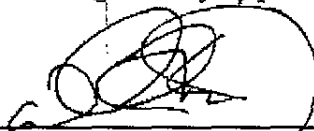
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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. The name of the limited liability company is AQUAPLEX VENTURES II, LLC.
2. The name and the Florida street address of the registered agent are:

William Kent Ihrig
Shumaker, Loop & Kendrick, LLP
101 East Kennedy Blvd.
Suite 2800
Tampa, Florida 33602

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.



Signature

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