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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Shepard's Beach Club, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

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TALLAHASSEE, FLORIDA

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30

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Baker & Hostetler, LLP
200 S. Orange Ave., Ste. 2300
Orlando, FL 32801
(407) 649-4287

Articles of Organization
of
Shepard's Beach Club, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Shepard's Beach Club, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

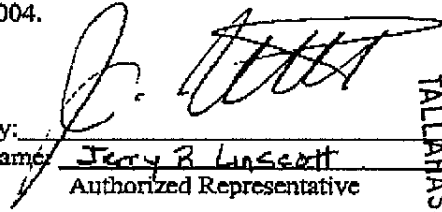
The mailing address and street address of the principal office of the Company is 601-619 Gulfview Boulevard, Clearwater Beach, FL 33767, or such other place as the members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

DATED as of the 29th day of December, 2004.

By: 
Name: Jerry B. Linscott
Authorized Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Florida Statute Section 608.415, Shepard's Beach Club, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Shepard's Beach Club, LLC.
2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby 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 its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: December 29, 2004

A.G.C. CO.

By: 
 Name: Jason R. Linseitt
 Its Vice President

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