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EFFECTIVE DATE

01/01/05

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2004 DEC 29 PM 2:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN - 5 2005



Daniel S. Wallace, P.A.

434 N. Grandview Avenue
Daytona Beach, Florida 32118-3928

386/252-1133 & 386/252-1134
Fax: 386/239-0320

December 28, 2004

Attention: Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Federal Express
8390 5276 7671

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: **LAST DOOR, LLC**

Dear Sir:

Please find enclosed the original and one copy of Articles of Organization for the above-referenced limited liability company.

My check in the amount of \$155.00 is enclosed to cover the following fees:

Filing Fee	\$100.00
Certified Copy	30.00
Registered Agent Designation	25.00

Please file these articles of organization and return a certified copy to my office.

Should you require anything further, please let me know.

Thank you.

Sincerely,

DANIEL S. WALLACE
DSW:mls
enc.
cc: Robert E. Lemoine

Board Certified
Civil Trial
Lawyer

Board Certified
Wills, Trusts, and
Estate Lawyer

Certified Circuit
& County Court
Mediator

**ARTICLES OF ORGANIZATION OF
LAST DOOR, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Last Door, LLC, and its principal office and mailing address are 18 Winding Creek Way, in the City of Ormond Beach, County of Volusia, State of Florida 32174, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

EFFECTIVE DATE
01/01/05

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquire.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of

any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in the capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objections, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or co any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWER

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Robert E. Lemoine

18 Winding Creek Way

Ormond Beach, FL 32174

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution for a member, or the occurrence of any other event that terminates the continued membership for a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$500.00 cash shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation for the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive shares of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of the business.

(b) *Losses.* All losses that occur in the operation for the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII
DURATION

The limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 18 Winding Creek Way, City of Ormond Beach, County of Volusia, State of Florida 32174, and the name of the company's initial registered agent at that address is Robert E. Lemoine.

ARTICLE X
EFFECTIVE DATE

The effective date of the limited liability company is January 1, 2005.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Last Door, LLC.

Executed by the undersigned at DAYTONA BEACH, FL, on
DECEMBER 28, 2004 VOLUSIA COUNTY


ROBERT E. LEMOINE

STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE OF LAST DOOR, LLC

State of Florida
County of Volusia

Pursuant to the provisions of §608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Last Door, LLC.

The name of the registered agent for Last Door, LLC is Robert E. Lemoine and the street address of the company's principal office where the agent is located is 18 Winding Creek Way, Ormond Beach, FL 32174.

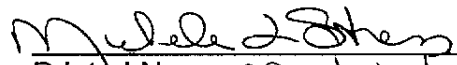
This statement is to acknowledge that, as indicated above, Last Door, LLC has appointed me, Robert E. Lemoine, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this 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.


ROBERT E. LEMOINE

The foregoing instrument was acknowledged before me this 28 day of December, 2004, by Robert E. Lemoine, agent on behalf of Last Door, LLC, a limited liability company. He is personally known to me or has produced his Driver's license as identification.

(seal)




Printed Name: Michele L. Stress
NOTARY PUBLIC, State of Florida
My Commission Expires: 2.24. 2007