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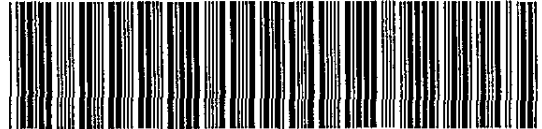
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Law Offices
Hershoff & Lupino, L.L.P.

90130 OLD HIGHWAY
TAVERNIER, FLORIDA 33070
(305) 852-8440 • (305) 852-8848 FAX

ATTORNEYS AT LAW

JAY A. HERSHOFF
JAMES S. LUPINO
KURT A. VON GONTEN
SANDRA NABOZNY-YOUNGER
JESSICA ROTHENBERG
ROBERT C. STOBER
RUSSELL A. YAGEL

LAND USE COORDINATOR
PETER D. BACHELER

January 17, 2005

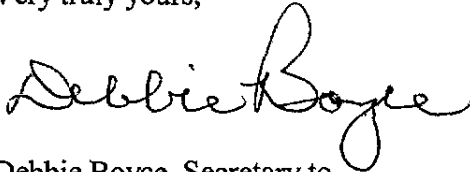
Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Organization
C-Bay, LLC.

Dear Sir or Madam:

Enclosed please find two copies of the Articles of Organization for the above referenced company, together with our check in the sum of \$125.00 to cover the cost of filing same. Please file the enclosed, returning a conformed copy to our office at the above letterhead address.

Very truly yours,



Debbie Boyce, Secretary to
James S. Lupino

DB:db
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

C-BAY, LLC

ARTICLE II - Address:

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

Principal Office Address:

614 ISLAND DRIVE
KEY LARGO, FLORIDA 33037

Mailing Address:

614 ISLAND DRIVE
KEY LARGO, FLORIDA 33037

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

CAROL CIANCIOLO

Name

614 ISLAND DRIVE

Florida street address (P.O. Box **NOT** acceptable)

KEY LARGO, FLORIDA FL 33037

City, State, and Zip

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 as provided for in Chapter 608, F.S..



Registered Agent's Signature

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TALLAHASSEE, FLORIDA

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(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

CAROL CIANCIOLO

614 ISLAND DRIVE

KEY LARGO, FLORIDA 33037

MGRM

LUCY CIANCIOLO

614 ISLAND DRIVE

KEY LARGO, FLORIDA 33037

MGRM

DEANA JORGENSEN

614 ISLAND DRIVE

KEY LARGO, FLORIDA 33037

MGRM

THOMAS CIANCIOLO

614 ISLAND DRIVE

KEY LARGO, FLORIDA 33037

(Use attachment if necessary)

SEE ATTACHMENT

NOTE: An additional article must be added if an effective date is requested

REQUIRED SIGNATURE:



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.)

CAROL CIANCOLO

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA

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Attachment: Articles of Organization for Florida Limited Liability Company
C-Bay, LLC

ARTICLE IV - Manager(s) or Managing Member(s):

Title:
MGRM

Name and Address:
JOSEPH CIANCIOLO
614 ISLAND DRIVE
KEY LARGO, FLORIDA 33037

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TALLAHASSEE, FLORIDA