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TALLAHASSEE, FLORIDA

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105-28282  
JR

Captiva Sound II, LLC  
42 Barkley Circle  
#3  
Fort Myers, FL 33907

(239) 945-1949  
(239) 945-2956 fax

March 5, 2005

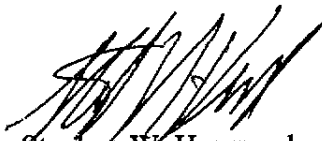
Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

Re: Captiva Sound II, LLC

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Organization and a Certificate of Designation of Registered Agent/Registered Office, along with a check in the amount of \$155.00 for payment of the filing fee and a certified copy.

Sincerely,



Stephen W. Haywood  
Registered Agent  
Captiva Sound II, LLC

enclosure

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I: Name:**

The name of the Limited Liability Company is:

CAPTIVA SOUND II, LLC

**ARTICLE II: Address:**

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

C/O Stephen W. Haywood  
42 Barkley Circle  
#3  
Fort Myers, FL 33907

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

C/o Stephen W. Haywood  
P O Box 101526  
Cape Coral, FL 33910-1526

**ARTICLE III: Registered Agent**

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

Stephen W. Haywood  
42 Barkely Circle  
#3  
Fort Myers, FL 33907

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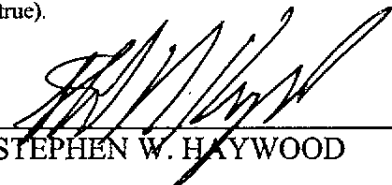
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**ARTICLE IV: Management**

☐ The Limited Liability Company is to be a manager – managed company.

☒ The Limited Liability Company is to be managed by the members.

(In accordance with st. 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).

  
STEPHEN W. HAYWOOD

**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. The name of the Limited Liability Company is:

CAPTIVA SOUND II, LLC

2. The name and the street address of the registered agent are:

STEPHEN W. HAYWOOD  
42 BARKLEY CIRCLE  
#3  
FORT MYERS, FLORIDA 33907

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.

  
STEPHEN W. HAYWOOD  
REGISTERED AGENT

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**SCHEDULE A TO LIMITED LIABILITY COMPANY  
OPERATING OR MANAGEMENT AGREEMENT OF  
CAPTIVA SOUND II, LLC**

**INITIAL MEMBER(S)**      The initial member(s) are:

Stephen W. Haywood  
3613 DelPrado Blvd.  
Cape Coral, Florida 33904

Harry Lowell  
12995 S. Cleveland Avenue  
PBS 34  
Fort Myers, Florida 33907

DK Family Partnership  
1800 Marina Circle  
North Fort Myers, FL

D&D Investments  
42 Barkely Circle, #3  
Fort Myers, FL 33907

Talan Corporation  
3613 DelPrado Blvd.  
Cape Coral, FL 33904

**CAPITAL CONTRIBUTION(S):**      The capital contribution(s) of the member(s) is/are:

*Each member to make equal contributions to the Limited Liability Company.*

**PROFITS AND LOSSES:** The profits, losses and other tax matters shall be allocated among the members in the following percentages:

Stephen W. Haywood as to (20%) twenty percent ownership

Harry Lowell as to (20%) twenty percent ownership

DK Family Partnership as to (20%) twenty percent ownership

D&D Investments, as to (20%) twenty percent ownership

Talan Corporation as to (20%) twenty percent ownership

**4. MANAGEMENT:** The company shall be managed by:

Stephen W. Haywood

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5. **REGISTERED AGENT:** The initial registered agent and registered office of the company are:

Stephen W. Haywood  
42 Barkley Circle  
#3  
Fort Myers, Florida 33907

6. **TAX MATTERS:** The tax matters partner is:

Stephen W. Haywood

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