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March 21, 2005

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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05 MAR 28 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Articles of Organization for **The Blue Lagoon Motel, LLC**

Gentlemen:

Enclosed herewith please find one original executed Articles of Organization for **The Blue Lagoon Motel, LLC** together with a copy for filing under the laws of the State of Florida.

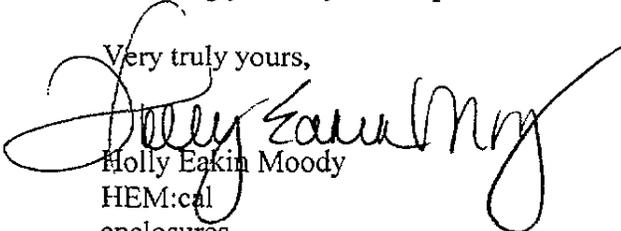
I am also enclosing herewith my check in the amount of \$125.00 as payment of the following items:

Filing fee	\$100.00
Registered Agent Fee	\$ 25.00

When you have completed the filing for this LLC, will you please furnish me with a copy of same in the pre-addressed envelope enclosed.

Thanking you for your cooperation in this matter and with best regards, I am,

Very truly yours,


Holly Eakin Moody
HEM:cal
enclosures

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY
THE BLUE LAGOON MOTEL, LLC**

ARTICLE I

Name

The name of the Limited Liability Company is: **THE BLUE LAGOON MOTEL, LLC.**

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is **3333 NE 34TH Street, Apt. #1112-A, Ft. Lauderdale, Florida 33308.**

ARTICLE III

Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

Management

The Limited Liability Company is to be managed by its members and the name and addresses of its managing members are:

**ROBERT MILLAR
3333 NE 34th Street, Apt. #1112-A
Ft. Lauderdale, Florida 33308**

**DONNA MILLAR
3333 NE 34th Street, Apt. #1112-A
Ft. Lauderdale, Florida 33308**

ARTICLE V

Registered Agent

The name of the registered agent for the Limited Liability Company is: **DONNA MILLAR and the address is 3333 NE 34th Street, Apt. #1112-A, Ft. Lauderdale, Florida 33308.**

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ARTICLE VI

Purpose

The Limited Liability Company's (the "Company's") business and purpose shall consist solely of the ownership, operation and management of a motel.

ARTICLE VII

Title to Company Property

All property owned by the Company shall be owned by the Company as an entity and insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company shall be personal property for all purposes.

ARTICLE VIII

Separateness/Operation Matters

The Company shall conduct its business and operations in accordance with the following provisions:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

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- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates and maintain a sufficient number of employees in light of its contemplated business operations;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery, invoices and checks;
- (i) not commingle its assets or funds with those of any other person;
- (j) not assume, guarantee or pay the debts or obligations of any other person;
- (k) pay its own liabilities out of its own funds;
- (l) not acquire obligations or securities of its members;
- (m) not pledge its assets for the benefit of any other entity or make any loans or advances to any entity;
- (n) correct any known misunderstanding regarding its separate identity;
- (o) intend to maintain adequate capital in light of its contemplated business operations; and
- (p) maintain all required qualifications to do business in the state in which the Property is located.

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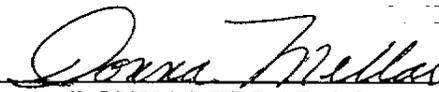
ARTICLE IX

**Effect of Bankruptcy, Death or
Incompetency of a Member**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

By: 

ROBERT MILLAR, Member

By: 

DONNA MILLAR, Member

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REGISTERED AGENT AND ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.



DONNA MILLAR