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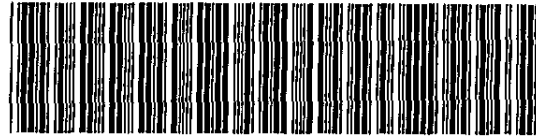
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HAROLD E. WOLFE, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3306

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjr@ix.netcom.com

HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA
GEORGIA
ALABAMA

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

April 8, 2005

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Recording of the Articles of Organization for:

1. Key Vaca of the Florida Keys, L.L.C.
2. Indian Key Properties, L.L.C.
3. Merili Investments, L.L.C.; and
4. Charles McCoy Associates, L.L.C.

Dear Sir/Madam:

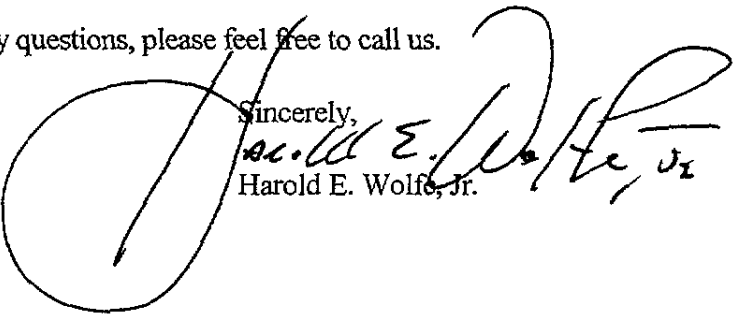
Enclosed please find the original and one (1) copy of Articles of Organization for (1) Key Vaca of the Florida Keys, L.L.C.; (2) Indian Key Properties, L.L.C.; (3) Merili Investments, L.L.C.; and (4) Charles McCoy Associates, L.L.C. for filing with the Division of Corporations, Florida Department of State. Also enclosed is our check in the amount of Six Hundred Twenty Dollars (\$620.00) representing the following fees:

Filing Fees	\$400.00
Certified Copy Fees	120.00
Registered Agent Designation Fees	<u>100.00</u>
Total	\$620.00

Please file these Articles at your earliest convenience and return the certified photocopies to this office. Please be aware that our client is the sole stockholder of Charles McCoy Associates, Inc., a Florida corporation and hereby consents to the use of the name Charles McCoy Associates, L.L.C. Accordingly, there should be no conflict in using both names.

Should there be any questions, please feel free to call us.

Sincerely,


Harold E. Wolfe, Jr.

HEW:k

Enclosures

cc: Michael Halpern, Esq.

ARTICLES OF ORGANIZATION
OF
INDIAN KEY PROPERTIES, L.L.C.

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "INDIAN KEY PROPERTIES, L.L.C.".

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

88 Hilton Haven Drive
Key West, Florida 33040

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CLERK OF THE COURT
JACKSONVILLE, FLORIDA

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is **209 Duval Street, Key West, Florida 33040**. The name of the registered agent at such registered office is **MICHAEL HALPERN, ESQ.**

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member

in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof. Notwithstanding Fla. Stat. §608.4237 to the contrary contained, no Member of this limited liability company shall cease to be a Member of the limited liability company merely because such Member (i) makes an assignment for the benefit of creditors, (ii) files a voluntary petition in bankruptcy, (iii) is adjudicated bankrupt or insolvent, or has entered against such Member an order for relief, in any bankruptcy or insolvency proceeding or (iv) files any petition seeking reorganization, liquidation or dissolution because of the Member's debts.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by two (2) Managers, CHARLES "SONNY" MCCOY and MERILI H. MCCOY, during their lifetimes and no other persons or individuals shall have the right to so manage this Limited Liability Company unless CHARLES "SONNY" MCCOY and MERILI H. MCCOY, or their survivor, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by CHARLES "SONNY" MCCOY and MERILI H. MCCOY until all have resigned, died, or retired, or consent to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager, of CHARLES "SONNY" MCCOY or MERILI H. MCCOY, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the names and addresses of the Managers of this Limited Liability

Company are:

Name of Manager

Address

CHARLES "SONNY" MCCOY

88 Hilton Haven Drive
Key West, Florida 33040

MERILI H. MCCOY

88 Hilton Haven Drive
Key West, Florida 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Manager shall have sole discretion in making decisions to make distributions to Members from this Limited Liability Company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager or Managers herein named shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Manager or Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an

amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the ownership, investment in, purchase, sale and improvement of real estate and investments in other financial ventures.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable. To the extent that no Operating Agreement is adopted by Members, then these Articles of Organization and, to the extent not inconsistent with these Articles of Organization, Fla. Stat. Chapter 608 shall govern relations among the Members, Managers and this Limited Liability Company.

IN WITNESS WHEREOF, the undersigned, a member of this limited liability company has executed these Articles of Organization on this 5th day of April, 2005.

INDIAN KEY PROPERTIES, L.L.C.,
a Florida limited liability company
By Its Members

By: 

CHARLES "SONNY" MCCOY, As
Trustee of the CHARLES "SONNY"
MCCOY REVOCABLE TRUST
AGREEMENT dated March 29,
2005/Member

By: 

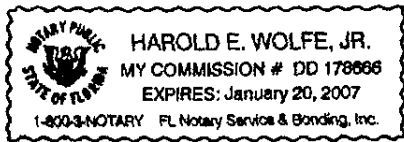
MERILI H. MCCOY, As Trustee of the
MERILI H. MCCOY REVOCABLE
TRUST AGREEMENT dated March 23,
2005/Member

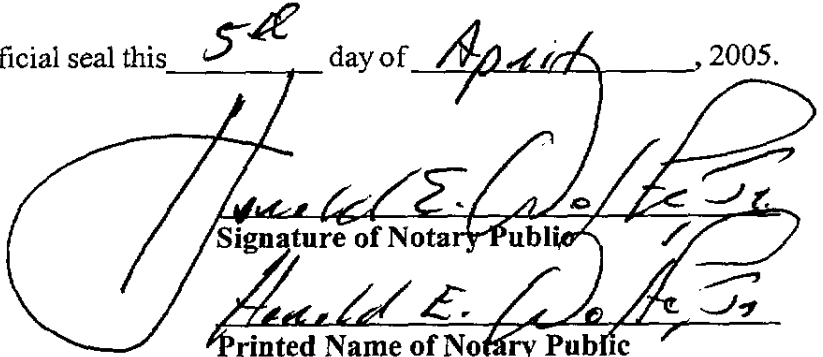
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NOTARIAL PUBLIC
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF MONROE)

BEFORE ME personal appeared CHARLES "SONNY" MCCOY, the signor, in his capacity as Trustee of the CHARLES "SONNY" MCCOY REVOCABLE TRUST AGREEMENT dated March 29, 2005 who personally appeared before me at the time of this notarization, and is personally known to me or has produced his _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of April, 2005.




Signature of Notary Public
Harold E. Wolfe, Jr.
Printed Name of Notary Public
State of Florida at Large

Serial Number of Commission

My Commission Expires:

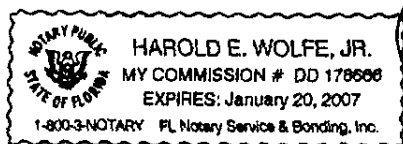
[Notarial Stamp or Seal]

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STATE OF FLORIDA)
) SS
COUNTY OF MONROE)

BEFORE ME personal appeared MERILI H. MCCOY, the signor, in her capacity as Trustee of the MERILI H. MCCOY REVOCABLE TRUST AGREEMENT dated March 23, 2005, who personally appeared before me at the time of this notarization, and is personally known to me or has produced her _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of April, 2005.



Harold E. Wolfe, Jr.
Signature of Notary Public

Harold E. Wolfe, Jr.
Printed Name of Notary Public
State of Florida at Large

Serial Number of Commission

My Commission Expires:

[Notarial Stamp or Seal]

2005 MAR 12 A 11:30
TALLAHASSEE, FLORIDA

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **INDIAN KEY PROPERTIES, L.L.C.** desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, State of Florida, has named Michael Halpern, Esq., 209 Duval Street, Key West, Florida, 33040, as its agent to accept service of process.

Signature: _____

CHARLES "SONNY" MCCOY, as Trustee

Signature: _____

MERILI H. MCCOY, as Trustee

Title: _____

Incorporating Members

Date: _____

April 5TH, 2005

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CLERK OF DISTRICT COURT
KEY WEST, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



MICHAEL HALPERN, ESQ.

DATE: April 5th, 2005

FILED
2005 APR 12 A 11:30
TALLAHASSEE, FLORIDA