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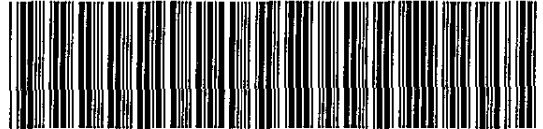
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Member FICPA

Member AICPA

Dane P. Hattaway, CPA

P.O. Box 1108
Zellwood, Florida 32798-1108

Lake Co. (352) 385-4722

Orange Co. (407) 889-4722

May 16, 2005

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Organization of THE BARCELONA, LLC

Dear Sirs:

Enclosed are the "articles of organization" and a check for \$125.00 to cover the fees related to the filing for the above named company.

Please return all correspondence concerning this matter to the following:

Dane P. Hattaway, CPA
P.O. Box 1108
Zellwood, Florida, 32798-1108

Your attention to this matter is appreciated. If there are any questions, please contact Dane P. Hattaway at (407) 889-4722. Thanking you in advance for your cooperation in this matter.

Sincerely,



Dane P. Hattaway, CPA
Enclosures
dph

ARTICLES OF ORGAINIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is;

THE BARCELONA, LLC

ARTICLE II. ADDRESS

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

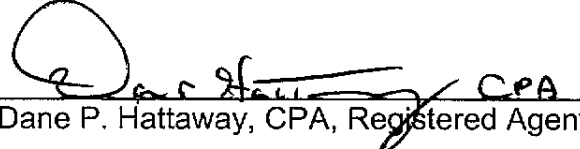
**THE BARCELONA, LLC
P.O. Box 247
Zellwood, Florida 32798-0247**

ARTICLE III REGISTERED AGENT, REGISTERED OFFICE% REGISTERED
AGENT'S SIGNATURE

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

**Dane P. Hattaway, CPA
4037 Laughlin Road
Zellwood, Florida 32798-1108**

Having been named as registered agent and to accept service of process for the above named Limited Liability Company as 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 obligation of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Dane P. Hattaway, CPA, Registered Agent

05 MAY 19 PM 4:05

ARTICLE VI. MANAGER (S) OR MANAGING MEMBERS

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

MGRM Suzanne M. Kosmos
 3640 S. Atlantic Avenue
 New Smyrna Beach, Florida 32169

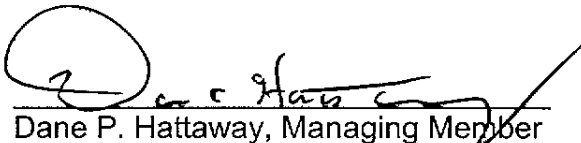
MGRM Francis J. Grasso
 2002 Dune Circle
 New Smyrna Beach, Florida 32170

MGRM Dane P. Hattaway
 P.O. Box 1108
 Zellwood, Florida 32798-1108

ARTICLE V. PURPOSE

The Limited Liability Company may transact any and all lawful business for which Limited Liability Companies may be organized under the Florida Limited Liability Company Act.

In accordance with section 608.408(3), Florida Statutes, the extension of this document constitutes an affirmation under the penalty of perjury the facts stated herein are true.


Dane P. Hattaway, Managing Member