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LIMITED LIABILITY COMPANY

Loft 98, LLC

Certificate of Status	0
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Page Count	04
Estimated Charge	\$155.00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
LOFT 98, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, sets forth the following:

ARTICLE I - NAME

The name of this limited liability company is **LOFT 98, LLC** (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

**ARTICLE III - MAILING AND STREET ADDRESS
OF INITIAL PRINCIPAL OFFICE OF COMPANY**

The mailing and street address for the principal office of the Company is: 5597 Highway 98 W., Santa Rosa Beach, FL 32459.

ARTICLE IV - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is **WILLIAM G. KILPATRICK, JR.** whose address is 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541.

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ARTICLE V - ADDITIONAL MEMBERS

An interest of a Member of the Company may only be transferred or assigned to such extent as is provided in the Operating Agreement.

ARTICLE VI- CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

ARTICLE VII-MANAGEMENT

The Company is to be managed by a manager or managers, and is therefore a manager-managed limited liability company.

ARTICLE VIII - AUTHORIZED REPRESENTATIVE

The name and address of the authorized representative for purposes of executing these Articles of Organization is William G. Kilpatrick, Jr., 35008 Emerald Coast Parkway, Suite 202, Destin, FL 32541.

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IN WITNESS WHEREOF, the undersigned has executed these Articles on this 28th day of June, 2005, as the authorized representative for the Member(s) of the Company.

By:



William G. Kilpatrick, Jr.,
Authorized Representative

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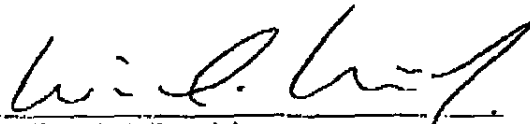
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ACCEPTANCE BY THE REGISTERED AGENT

I, WILLIAM G. KILPATRICK, JR., hereby accept appointment as Registered Agent for the Limited Liability Company, I.OPT 98, LLC, and do hereby understand and accept the obligation of the position, and acknowledge my acceptance with my signature below on this 28th day of June, 2005.



William G. Kilpatrick,
Registered Agent

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From: Carlos Mas

of Pages: 3

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Comments:

Please see attached amendment for filing. Thank you.

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