

JUN-30-2005 03:48PM

FROM: GARY DYTRYCH & RYAN

(561) 844-1061

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LIMITED LIABILITY COMPANY

MERMAID GALLEY, LLC

Certificate of Status	1
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Page Count	02
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR**

**MERMAID GALLEY, LLC
a Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be MERMAID GALLEY, LLC.
2. **Duration/Continuation.** The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. **The mailing address and the street address of the company** is 1201 U.S. Highway One, #38, North Palm Beach, Florida 33408.
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: Jody H. Oliver, 701 U.S. Highway One, Suite 402, North Palm Beach, Florida 33408.
5. **Admission of Additional Members; and Terms and Conditions of such Admissions.** Additional members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new member, in the manner set forth in the Regulations of the Company.
6. **Right to Continue Business.** Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members.
7. **Management of Company.** The management of the Company is reserved to one or more managers. The name and address of the Managers, who shall serve until the first annual meeting of members or until their successor is elected and qualified, is:

<u>Names</u>	<u>Addresses</u>
Michael L. Powers	1201 U.S. Highway One, #38 North Palm Beach, Florida 33408
Donald Annuzzi	1201 U.S. Highway One, #38 North Palm Beach, Florida 33408

8. **Operating Agreement.** The power to adopt, alter, amend or repeal the Operating Agreement of the limited liability company shall be vested in the member(s). Operating Agreements adopted by the members or by the Manager(s) may be repealed or altered, new Operating Agreements may be adopted by the members, and the members may prescribe in any Operating

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Agreements made by them that such Operating Agreements may not be altered, amended or repealed by the Manager(s).

9. Informal Action of Members. Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

IN WITNESS WHEREOF, the undersigned as authorized representative and member has hereunto set his hand and seal this 30th day of JUNE, 2005.

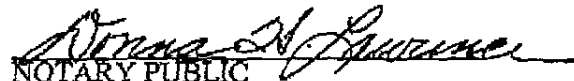

MICHAEL L. POWERS, as authorized
manager and member

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of June
2005, by Michael L. Powers who is personally known to me or who has produced DL
P620-552-66- as identification.

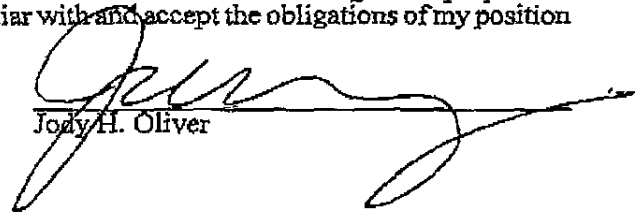
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DONNA H. LAWRENCE
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00118318
EXPIRES 05/19/2008
BONDED THRU 1-888-NOTARY1


NOTARY PUBLIC

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


Jody H. Oliver

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30th day of June
2005, by Jody H. Oliver, who is personally known to me or who has produced as
identification.

DONNA H. LAWRENCE
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00118318
EXPIRES 05/19/2008
BONDED THRU 1-888-NOTARY1


NOTARY PUBLIC

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