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Fax Number : (850) 205-0383

From:

Account Name : ACCOUNTING CONSULTANTS, INC.
Account Number : 120000000259
Phone : (727) 327-1999
Fax Number : (727) 327-1995



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7/11/05

LIMITED LIABILITY COMPANY

Grace's Garden LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 12, 2005

ACCOUNTING CONSULTANTS, INC.

SUBJECT: GRACE'S GARDEN LLC
REF: W05000033253

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 13, 2005

ACCOUNTING CONSULTANTS, INC.

SUBJECT: GRACE'S GARDEN LLC
REF: W05000033253

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Your document has arrived both times with one page showing Article X above Articles VI through IX, and all of these articles are on a single page and are shrunken to an illegible size. Also, your second transmission has a handwritten note "6 pages present 7/12/2005," but including the cover sheet there are only 5 pages.

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7/13/2005

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

405 000 166 709 3

ARTICLES OF ORGANIZATION
OF
GRACE'S GARDEN, LLC

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

ARTICLE I NAME

The name of the limited liability company shall be:

GRACE'S GARDEN, LLC

ARTICLE II PRINCIPAL OFFICE

The mailing address of this limited liability company shall be:

Grace's Garden, LLC
2617 48th Street S.
Gulfport, FL 33711

ARTICLE III CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall exist of the sum of not less than \$2,000.00 contributed by its members in money or property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members holding a majority of the interests in the Company.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jean French
2617 48th Street S.
Gulfport, FL 33711

ARTICLE V NATURE OF THE BUSINESS

The limited liability company may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

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Grace's Garden, LLC continued

ARTICLE VI TERM OF EXISTENCE

The Limited Liability Company is to exist perpetually.

ARTICLE VII ADMISSION OF ADDITIONAL MEMBERS AND TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company without the unanimous approval of the members holding a majority of the interests in the Company.

A member's interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the would-be transferee management of this Limited Liability Company and shall entitle the would-be transferee solely to and to be a charge upon (I) the share of income of, and (II) when, as and if declared unanimously by the remaining member, distribution, by way of profits, return of capital, or otherwise, from this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to the Limited Liability Company.

ARTICLE VIII MEMBERS AND MANAGEMENT OF BUSINESS

The names and addresses of the members of this Limited Liability Company are:

Jean French

2617 48th Street S.
Gulfport, FL 33711

Mark Higgins

P O Box 17553
Clearwater, FL 33762

ARTICLE IX WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members, other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization, may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former members, his heirs and successors of assets provided in dissolution.

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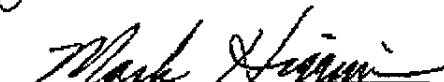
Grace's Garden, LLC continued

ARTICLE X AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial members, have executed these Articles of Organization of July 11, 2005.


Jean French, Member


Mark Higgins, Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the registered agent for:

GRACE'S GARDEN, LLC

At 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 in Section 608 of the Florida Statutes.

Dated this 11 day of July, 2005


Jean French

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