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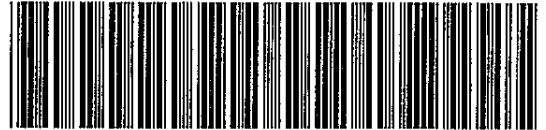
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KATHY PROSSER

707 South First Street, Unit 301
Jacksonville Beach, Florida 32250
(904 241-2924

July 20, 2005

Corporation Filing Section
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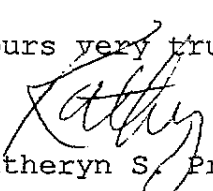
Re: LAGOON'S DEVELOPMENT, LLC

Dear Sir or Madam:

Enclosed please find two signed copies of Articles of Organization and check to Department of State in the amount of \$125.00. Please return one copy of the Articles to me after filing.

Thanks for your help, and if there's any problem, please call me at (904) 241-2924.

Yours very truly,


Katheryn S. Prosser

**ARTICLES OF ORGANIZATION
OF
LAGOON'S DEVELOPMENT, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I: The name of this limited liability company ("the company") is LAGOON'S DEVELOPMENT, LLC.

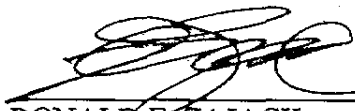
ARTICLE II: The initial principal office and mailing address of the company is 1607 Ocean Drive, South, #409, Jacksonville Beach, Florida 32250.

ARTICLE III: The name and address of the company's initial registered agent are RONALD E. ZAJACK, 1607 Ocean Drive, South, #409, Jacksonville Beach, Florida 32250.

ARTICLE IV: The company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V: Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the company shall be personally liable for the debts, obligations or liabilities of the company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the company.

IN WITNESS WHEREOF, the undersigned, being a member of the company, has executed the Articles of Organization this 20th day of July, 2005. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


RONALD E. ZAJACK

05 JUL 22 AM 8:04

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE AND ACKNOWLEDGMENT**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: **LAGOON'S DEVELOPMENT, LLC.**
2. The name and Florida street address of the registered agent are:

**RONALD E. ZAJACK
1607 Ocean Drive, South, #409
Jacksonville Beach, Florida 32250**

Having been named as registered agent and to accept service of process for the above limited liability company 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 obligations of my position as registered agent.

Dated: July 20, 2005.



RONALD E. ZAJACK