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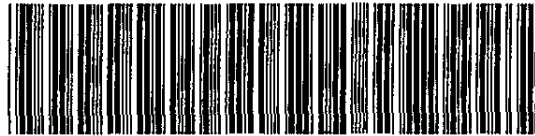
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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Reply To:
Naples Office or
awhite@becker-poliakoff.com

August 19, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

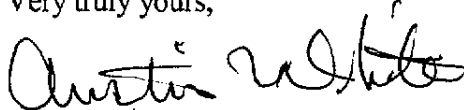
Re: Gulf Breeze Acquisitions, LLC

Dear Sir/Madam:

Enclosed for filing with the Division of Corporations please find the Articles of Organization of Gulf Breeze Acquisitions, LLC. Also enclosed please find check no. 15415, in the amount of \$160.00, for the filing fee, certificate of status, and a certified copy of the Articles of Organization.

Please return a copy of same in the envelope provided herein for your convenience. Thank you for your prompt attention to this matter.

Very truly yours,



E. Austin White
For the Firm

EAW/ph
31706_1.DOC

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SECTION OF THE STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GULF BREEZE ACQUISITIONS, 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 ("the Act"), hereby adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company shall be Gulf Breeze Acquisitions, LLC.

ARTICLE II - TERM

This limited liability company shall continue in existence until the limited liability company is dissolved and its affairs wound up in accordance with the provisions of the Act.

ARTICLE III – PURPOSES AND POWERS

The purpose of this limited liability company shall be to purchase, manage, operate, finance, develop and otherwise deal in real property which is owned by this limited liability company; additionally, this limited liability company may engage in any lawful business for which limited liability companies may be organized under the Act.

This limited liability company shall have any and all powers which are necessary or desirable to carry out the purposes and business of the company, to the extent the same may be legally exercised by the limited liability companies under the Act.

ARTICLE IV – PRINCIPAL PLACE OF BUSINESS

The principal place of business of this limited liability company shall be 2400 Palm Ridge Road, Suite C-1, Sanibel, Florida 33957, or such other place or places as the members from time to time may determine.

ARTICLE V - MANAGEMENT OF BUSINESS

The business of the Company shall be managed by its members. The names and addresses of the initial members are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Manager	Jeffery K. Burns	1225 Sand Castle Road, Sanibel, Florida 33957
Manager	Dustyn A. Corace	2400 Palm Ridge Road, Suite C-1, Sanibel, Florida 33957

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STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

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ARTICLE VI - AMENDMENTS

These articles may be amended from time to time by a unanimous consent of all the members, and the Amendment shall be filed, duly signed by all members of the limited liability company, with the Florida Department of State.

ARTICLE VII - REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT

The registered office of this limited liability company shall be at 2400 Palm Ridge Road, Suite C-1, Sanibel, Florida 33957, with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent of the limited liability company shall be Dustyn A. Corace, whose address is 2400 Palm Ridge Road, Suite C-1, Sanibel, Florida 33957.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on August 17th, 2005.




Dustyn A. Corace

State of Florida)

County of Lee)

The foregoing Articles of Organization were acknowledged before me this 17 day of August, 2005, by Dustyn A. Corace, (who is personally known to me) or has produced _____ as identification.

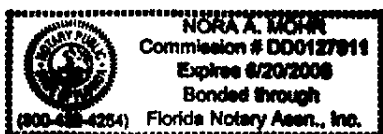
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STATE
NOTARY
FLORIDA


Signature of person taking acknowledgement

Nora A Mohr
Name typed, printed or stamped

Assistant Vice President
Title or rank

My commission expires: _____



**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Organization, the limited liability company named in said Articles has named Dustyn A. Corace, whose address is 2400 Palm Ridge Road, Suite C-1, Sanibel, Florida 33957, as its statutory registered agent.

Having been named as registered agent and to accept service of process for the above stated 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 as provided for in Chapter 608,

Florida Statutes.



By: Dustyn A. Corace
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This instrument was prepared by:

E. Austin White, Esquire
Becker & Poliakoff, P.A.
4501 Tamiami Trail North, Suite 214
Naples, Florida 34103
Florida Bar No. 0222089

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