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Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

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Account Name : VOIGT & VOIGT, P.A.

Account Number : 120030000017 Phone : (941)925-2324 Fax Number : (941)925-2924

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LIMITED LIABILITY COMPANY

BTB, LLC

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11/10/2005

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION OF BTB, LLC

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

BTB, LLC

SECOND: The latest date on which the Limited Liability Company is to dissolve is December 31, 2005.

THIRD: The Limited Liability Company is organized for the following purposes: To own, manage, convert into condominium ownership, and sell the units to be created thereby on the real property located at 5213 Calle Menorca in Sarasota County, Florida, more particularly described as follows:

Lots 31 and 32, less the Northeasterly 10 feet of Lot 32, Block 16, SARASOTA BEACH, as per the recorded plat thereof recorded in Plat Book 1, Pages 76 to 81, inclusive, of the Public Records of Sarasota County, Florida;

to incur indebtedness, secured and unsecured; to enter into and perform contracts and agreements of any kind necessary to, in connection with or incidental to the business of the Limited Liability Company; and to carry on any other activities necessary to, in connection with or incidental to the foregoing, as the Managing Member in his discretion may deem desirable.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 2042 Bee Ridge Road, Sarasota, Florida 34239, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Laura S. Bauman, Esquire.

FIFTH: The mailing address and principal office of the Limited Liability Company is 3906 Highway 98 West, Suite 36, Santa Rosa Beach, Florida 32459.

SIXTH: The Limited Liability Company is to be managed by a Managing Member. The name and address of the initial Managing Member are: Charles S. White, having an address at 33 S. Lake Drive, Santa Rosa Beach, Florida 32459

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SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$1,000.00. Each of the Members contributed the amount set forth below:

Charles & White - \$500.00 Judy C. White - \$500.00

The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company 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 Limited Liability Company.

ELEVENTH: The names and addresses of the Members and Organizers of the Limited Liability Company are: Charles **S**. White, having an address at 33 S. Lake Drive, Santa Rosa Beach, Florida 32459 ("Managing Member"), and Judy C. White and,

TWELFTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on November 3, 2005.

In the presence of:

Charles C. White

mint: THACY A.BEATTY

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In the presence of:

Olellert

STATE OF FLORIDA, COUNTY OF SARASOTA, 58.

The foregoing instrument was acknowledged before me on the 3 day of November, 2005, by Charles C. White.

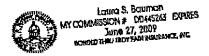


printLAURAS. BAUMAN Notary Public My commission expires on

Personally Known ____ OR Produced Identification ____ Type of Identification Produced: Flower Lucence

STATE OF FLORIDA, COUNTY OF SARASOTA, 88.

The foregoing instrument was acknowledged before me on the 3 day of November, 2005, by Judy C. White.



My commission expires on

Personally Known OR Produced Identification Type of Identification Produced: V Owners Weight

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CONSENT TO APPOINTMENT BY REGISTERED AGENT

I, having been named as Registered Agent for BTB, LLC, hereby voluntarily consent to serve as Registered Agent for BTB, LLC.

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: November 3 2005

print:

Laura S. Bauman, Esquire

SECRETARY OF STATE DIVISION OF CORPORATIONS