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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

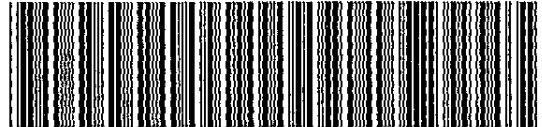
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1/14

Office Use Only



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EFFECTIVE DATE
11/2/06

01/03/06--01032--011 **125.00

06 JAN -3 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
AND
FILED

December 30, 2005
1316 Wicklow Lane
Ormond Beach, FL 32174-2807

Registration Section
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Enclosed Filings

Greetings

Enclosed are two filings. One for Tomōka Capital Management LLC and the other for Tomoka Hedge Fund Ltd.

Please record the Tomoka Capital Management LLC first because this LLC will serve as the General Partner for Tomoka Hedge Fund Ltd.

Please contact me at (386) 672-0470 if you have any questions.

Sincerely



Robert E Landry

Enc

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Tomoka Capital Management LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert E Landry

(Name of Person)

(Firm/Company)

1316 Wicklow Lane

(Address)

Ormond Beach, FL 32174-2807

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert E Landry

(Name of Person)

at (386) 672-0470

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

EFFECTIVE DATE
1/3/00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Tomoka Capital Management LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

1316 Wicklow Lane
Ormond Beach, FL 32174-2807

1316 Wicklow Lane
Ormond Beach, FL 32174-2807

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)


The name and the Florida street address of the registered agent are:

Robert E Landry
Name

1316 Wicklow Lane
Florida street address (P.O. Box NOT acceptable)

Ormond Beach FL 32174-2807
City, State, and Zip

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, F.S..


Registered Agent's Signature (REQUIRED)

APPROVED
AND
FILED
06 JAN - 3 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Robert E Landry

1316 Wicklow Lane

Ormond Beach, FL 32174-2807

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: January 3, 2006. (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:

Robert E Landry, MGRM

Signature of a member or an authorized representative of a member.

(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.)

Robert E Landry

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JAN - 3 PM 4:43

APPROVED
AND
FILED