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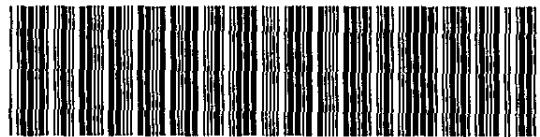
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DIVISION OF CORPORATIONS
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1006-1383



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 11, 2006

MARK W. BRANDT, ESQ.

595 MAIN ST
DUNEDIN, FL 34698

SUBJECT: FLORIDA GULFSIDE SEASONAL PROPERTIES, LLC
Ref. Number: W06000001383

We have received your document for FLORIDA GULFSIDE SEASONAL PROPERTIES, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 306A00002177

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**Frazer
Hubbard
Brandt
Trask &
Yacavone**

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Attorneys At Law

JOHN G. HUBBARD
MARK W. BRANDT
* THOMAS J. TRASK
* JAMES L. YACAVONE, III

* LYNN A. BRAUER
* SHAUNA E. MORRIS
R. TODD BURBINE

TRANSMITTAL LETTER

January 5, 2006

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Florida Gulfside Seasonal Properties, LLC

I have enclosed the original and one (1) copy of the Articles of Organization, Registered Agent Designation for the above referenced corporation. Also enclosed is a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certified Copy

\$125.00
Filing Fee
& Registered
Agent for LLC

*\$155.00
Filing Fee,
Certified Copy
& Registered
Agent Designation
for LLC

Sincerely,

FRAZER, HUBBARD, BRADNT, TRASK & YACAVONE, L.L.P.



MARK W. BRANDT, ESQ.

MWB/km

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name and Principal Place of Business:

The name of the Limited Liability Company is: **Florida Gulfside Seasonal Properties, LLC** and its principal office and mailing address shall be located at 3301 Desoto Boulevard, Suite A, Palm Harbor, Pinellas County, Florida 34683, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II - Purposes and Powers:

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To engage in the purchasing, holding, improving and sale of real estate.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference

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2006 JAN 27 AM 3:18

to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III - Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

Article IV - Management

The Limited Liability Company is to be managed by one manager and is, therefore, a manager-managed company. The initial manager is:

Steven J. Ganes
3301 Desoto Boulevard
Suite A
Palm Harbor, Florida 34683

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Article V - Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

Article VI - Capital Contributions

Capital contributions shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

Article VII - Profits and Losses

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to any equal distributive share of the profits or to the distributive share of the profits specified as follows:

Steven J. Ganes - 100%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being:

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

Article VIII - Duration

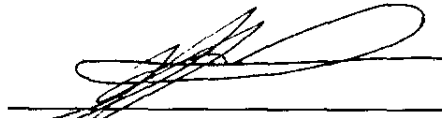
This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

Article IX - Initial Registered Office and Registered Agent

The address of the initial registered office of the limited liability company is 3301 Desoto Boulevard, Palm Harbor, Florida 34683, and the name of the company's initial registered agent at that address is Steven J. Ganes.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Florida Gulfside Seasonal Properties, LLC.

Dated: 1/20/06



Steven J. Ganes

2006 JAN 27 AM 3:10
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DIVISION OF CORPORATE AFFAIRS

Acceptance of Resident Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company.

Dated: 1/20/06


Steven J. Ganes