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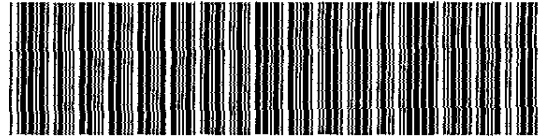
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

TRANSMITTAL LETTER

To: Registration Section
Division of Corporations

Subject: Capri Beach Investments, 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:

Joyce A. Tucker, CPA
(Name of Person)

Destin Accounting Service, LLC
(Firm/Company)

1234 Airport Road #118
(Address)

Destin, FL 32541
(City/State and Zip Code)

For further information concerning this matter, please call:

Joyce A. Tucker, CPA at 850-654-9235
(Name of Person) (Area Code & Daytime Phone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is: Capri Beach Investments, LLC

ARTICLE II – Address:

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

Principal Office Address:

420C Bayshore Drive
Destin, FL 32550

Mailing Address:

420C Bayshore Drive
Destin, FL 32550

ARTICLE III – Registered Agent, Registered Office & Registered Agent's Signature

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

John R. Kazek

Name

420C Bayshore Drive

Florida street address (P.O. Box NOT acceptable)

Destin, FL 32550

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 registered agent as provided for in Chapter 608, Florida Statutes..


Registered Agent's Signature

(CONTINUED)

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

John R. Kazek
420C Bayshore Drive
Destin, FL 32550

MGRM

David A. Kazek
3100 Scenic Hwy 98 #118
Destin, FL 32541

MGR

Joseph A. Kazek
1508 Gardena Ct
The Villages, FL 32159

MGR

Douglas D. Smith &
Josephine K. Ryan-Smith
1951 Lois Pointe S.E.
Smyrna, GA 30080

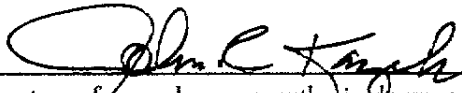
MGR

Todd Matthews
485 Trowgate Lane
Atlanta, GA 30350

MGR

Patricia D. Skunkard
PO BOX 359
Mayo, MD 21106

REQUIRED SIGNATURE:



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.)

John R. Kazek

Typed or printed name of signer

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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