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Account Number : 076077001654
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SAND FLEA PROPERTIES, LLC

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**ARTICLES OF ORGANIZATION
OF
SAND FLEA PROPERTIES, LLC**

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, does hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be SAND FLEA PROPERTIES, LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

SAND FLEA PROPERTIES, LLC
c/o James W. Goodwin, Esq.
201 N. Franklin Street, Suite 2000
Tampa, Florida 33602

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

James W. Goodwin # 375519
Macfarlane Ferguson & McMullen
201 North Franklin Street, Suite 2000
Tampa, Florida 33602
(813) 273-4200

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE V****Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 201 Franklin Street, Suite 2000, Tampa, Florida 33602 and the initial registered agent at such address is James W. Goodwin. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. James W. Goodwin is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

ARTICLE VI**Management**

The management of the limited liability company, unless otherwise provided in the articles of organization or the operating agreement, shall be vested in a Board of Managers.

ARTICLE VII**Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of all remaining Members.

ARTICLE VIII**Operating Agreement**

The members of the limited liability company shall adopt an operating agreement which shall act as the operating agreement of the members pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE IX**Acknowledgment**

The undersigned subscriber does hereby certify that the foregoing constitutes the proposed Articles of Organization of SAND FLEA PROPERTIES, LLC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 29th day of March, 2006.



JAMES W. GOODWIN, ESQ.
Attorney and Authorized Representative

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: SAND FLEA PROPERTIES, LLC.
2. The name and address of the registered agent and office is:

James W. Goodwin, Esq.
201 N. Franklin Street, Suite 2000
Tampa, Florida 33602

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.

Dated this 29th day of March, 2006.



JAMES W. GOODWIN, ESQ.

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