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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Marilyn Bay/Tor's, LLC

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- ☐ Foreign Corp. File
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- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
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**ARTICLES OF ORGANIZATION
OF
MARLIN BAY/JOE'S, L.L.C.**

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The undersigned certifies that we, three members, have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MARLIN BAY/JOE'S, L.L.C., and its principal office shall be located at 3390 Gulfview Avenue, Marathon, Florida 33050, 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

This limited liability company shall have all powers as authorized by Florida Statute 608.44 and as set forth in the operating agreement. Nothing contained in these Articles or the operating agreement 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

Management of this limited liability company is reserved to its members.

ARTICLE V.. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members only by unanimous consent of the members. 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. 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 VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 5701 Overseas Highway, Suite 12, Marathon, Florida 33050, County of Monroe, State of Florida, and the name of the company's initial registered agent at that address is William N. DeVane, Jr.

The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of MARLIN BAY/JOE'S, L.L.C. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Executed by the undersigned on this 17th day of ^{March}~~February~~, 2006.

Sandler at Greater Marathon Bay, LLC

By: SANDLER AT THE KEYS, LLC

By:


Nathan D. Benson, Manager

Joe's Stone Crabs, Inc.

By:

Stephen Sawitz, Authorized Officer

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Jigs Investments, Ltd.

By: JIGS HOLDINGS, LLC, its General Partner

By:

Stephen Sawitz, Authorized Officer

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.

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The undersigned, being one of the original members of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of MARLIN BAY/JOE'S, L.L.C. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

Executed by the undersigned on this 25th day of March, 2006.

Sandler at Greater Marathon Bay, LLC

By: SANDLER AT THE KEYS, LLC

By: Nathan D. Benson, Manager

Joe's Stone Crabs, Inc.

By: Stephen Sawitz, Authorized Officer

Jigs Investments, Ltd.

By: JIGS HOLDINGS, L.L.C., its General Partner

By: Stephen Sawitz, Authorized Officer

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**STATEMENT OF REGISTERED AGENT FOR
MARLIN BAY/JOE'S, L.L.C.**

STATE OF FLORIDA
COUNTY OF MONROE

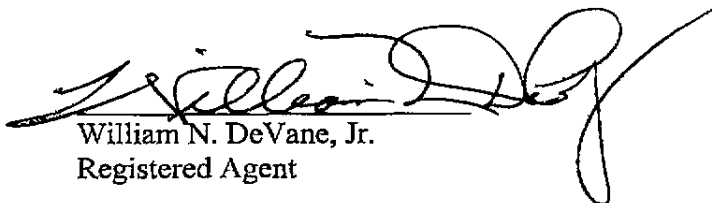
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **MARLIN BAY/JOE'S, L.L.C.**

The name of the registered agent for **MARLIN BAY/JOE'S, L.L.C.** is William N. DeVane, Jr., Esq. and the street address where the agent is located is 5701 Overseas Highway, Suite 12, Marathon, Florida 33050.


This statement is to acknowledge that, as indicated above, **MARLIN BAY/JOE'S, L.L.C.**, has appointed me, **William N. DeVane, Jr.**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 March 25, 2006.


William N. DeVane, Jr.
Registered Agent

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The foregoing instrument was acknowledged before me this 25 day of ~~February~~ ^{MARCH}, 2006, by William N. DeVane, Jr., agent on behalf of **MARLIN BAY/JOE'S, L.L.C.**, a limited liability company. He is personally known to me.


Notary Public, State of Florida
Cynthia L. Feld
My commission expires: September 30, 2006

