

05/19/2006 13:41 FAX (850) 784-0857

Division of Corporations

BURKE & BLUE, P.A.

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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

TOPSAIL HOLDINGS, LLC

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ARTICLES OF ORGANIZATION
OF
TOPSAIL HOLDINGS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Fla. Stat. ch. §§ 608.401 et seq., as amended from time to time (or any corresponding provisions of succeeding law) (the "Act"), hereby make, acknowledge, and file the following Articles of Organization. Capitalized terms used in the Act and also used herein are intended to have the same meaning herein as defined in the Act.

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ARTICLE I - NAME

The name of the limited liability company shall be, TOPSAIL HOLDINGS, LLC, LLC ("Company").

ARTICLE II - ADDRESS

The initial mailing address of the Company is and the initial street address of the principal office of the Company is 6511 Hwy 30-A, Santa Rosa Beach, FL 32459.

EFFECTIVE DATE

05/18/06

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are executed by the subscriber to the Articles. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE

The name of the registered agent and the street address of the registered agent of the Company in the State of Florida is Alice Pauls, 6511 Hwy 30-A, Santa Rosa Beach, FL 32459.

PREPARED BY:
Rob Blue, Jr. Esq.
221 McKenzie Ave.
Panama City, FL 32401
850-769-1414
Fla Bar #0121130
Mailbox #T340-1388

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ARTICLE V - INITIAL MEMBERS

Initially, the Members of the Company will be:

Ellice Pauls - 6511 Hwy 30-A, Santa Rosa Beach, FL 32459
Jim Pauls - 6511 Hwy 30-A, Santa Rosa Beach, FL 32459

ARTICLE VI - ADMISSION OF NEW MEMBERS

The initial Members may admit additional Members upon such terms and conditions as the initial Members may determine appropriate. The admission of new Members shall be by approval of a Majority in Interest of the Members, and such admission shall be upon such terms and conditions as are approved by such Majority in Interest of the Members.

ARTICLE VII - OPERATING AGREEMENT; ADMISSION OF NEW MEMBERS

After an Operating Agreement is adopted, a Majority in Interest of the Members shall have the right to admit additional Members upon such terms and conditions as are provided in the Operating Agreement governing the Company. Transfers of a Member's interest in the Company may be made only upon compliance with the terms and conditions set forth in the Operating Agreement governing the Company.

ARTICLE VIII - MANAGEMENT; MANAGER-MANAGED COMPANY

The Company shall be managed by two Managers.

The name and address of the initial Managers are as follows:

Ellice Pauls - 6511 Hwy 30-A, Santa Rosa Beach, FL 32459
Jim Pauls - 6511 Hwy 30-A, Santa Rosa Beach, FL 32459

ARTICLE IX - CAPITAL CONTRIBUTIONS

The initial Members have contributed the sum of \$50.00 each, in cash as capital of the Company upon its formation.

ARTICLE X - ADDITIONAL CAPITAL CONTRIBUTIONS

Except as may be provided for in an Operating Agreement adopted for the Company, no Member shall be required to contribute additional capital to the Company, and no Member shall have any personal liability for any obligation of the Company.

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ARTICLE XI - TERMINATION OF EXISTENCE

The Company shall be dissolved and its affairs wound up and terminated upon the determination by a Majority in Interest of the Members to dissolve the Company.

ARTICLE XII - AMENDMENT

These Articles of Organization may be amended as provided in the Operating Agreement for the Company.

IN WITNESS WHEREOF, the undersigned Members have made and subscribed these Articles of Organization on this 18th day of May, 2006.

MEMBERS:

Alice Pauls
ALICE PAULSTim Pauls
TIM PAULS

STATE OF FLORIDA
COUNTY OF Dade

Sworn to and subscribed before me this 18th day of May, 2006, by Alice Pauls and Tim Pauls, in their capacities set forth above and who are personally known to me.

(SEAL)

Diana Jo Fauchaux
Notary Public

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NOMINATING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that TOPSAIL HOLDINGS, LLC, LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization has named Alice Pauls, whose office is located at 6511 Hwy 30-A, Santa Rosa Beach, FL 32459, as its agent to accept service of process within this State, and for her office to be the initial registered office of the Company.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Alice Pauls
(Resident Agent)

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