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W06-39259

JUDITH G. THOMPSON
26868 Hickory Boulevard
Bonita Springs, Florida 34134

August 29, 2006

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Sand Castles of Barefoot Beach, LLC

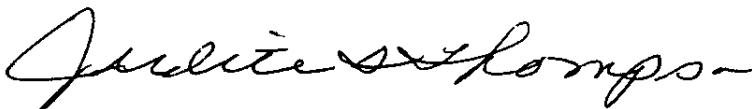
Ladies and Gentlemen:

The enclosed Articles of Organization are submitted for filing. Please return all correspondence concerning this matter to the following:

Lynn T. Clarke
Post Office Drawer 645
Bremen, Georgia 30110

For further information concerning this matter, please call Lynn Clarke at (770) 537-2324 during normal business hours. Enclosed please find my check in the amount of One Hundred Thirty Dollars (\$130.00), which includes a filing fee and fee for certificate of status.

Sincerely,

A handwritten signature in cursive script, reading "Judith G. Thompson".

Judith G. Thompson

Enclosures

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**ARTICLES OF ORGANIZATION
OF
SAND CASTLES OF BAREFOOT BEACH, LLC
a
LIMITED LIABILITY COMPANY**

ARTICLE ONE

Name

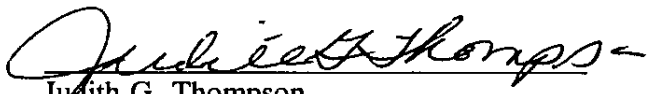
The name of the limited liability company is Sand Castles of Barefoot Beach, LLC (the "Company").

ARTICLE TWO

Registered Office and Agent

The initial registered office of the Company is located at at 26868 Hickory Boulevard, Bonita Springs, Lee County, Florida 34134. The initial registered agent of the Company at its registered office is Judith G. Thompson.

Having been named as a 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 provided for in Chapter 608, Florida Statutes.


Judith G. Thompson

ARTICLE THREE

Managing Member

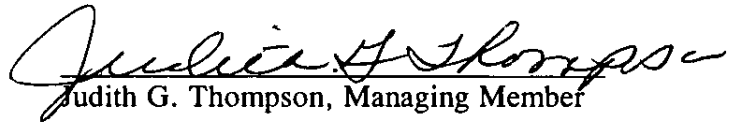
The name and address of the sole managing member is Judith G. Thompson 26868 Hickory Boulevard, Bonita Springs, Florida 34134. 26868 Hickory Boulevard, Bonita Springs, Lee County, Florida 34134.

ARTICLE FOUR

Principal Office

The mailing address of the initial principal office of the Company is 26868 Hickory Boulevard, Bonita Springs, Florida 34134.

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.


Judith G. Thompson, Managing Member