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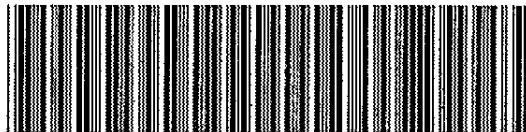
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07 JUL -2 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRANCIS H. MULDOON, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW

415 EATON STREET

KEY WEST, FLORIDA 33040

TELEPHONE (305) 294-0930

TELEFAX (305) 294-7353

June 28, 2007


Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ZAPPONE BENEWAY, LLC

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Organization for the above referenced limited liability corporation, along with a check in the amount of \$130.00 to cover the cost of filing and Certificate of Status of the same. Please return the Certificate of Status to this office at your earliest convenience.

Sincerely,

A handwritten signature in black ink, appearing to read "Francis H. Muldoon, Jr.", written in a cursive style.

Francis H. Muldoon, Jr.

FHM:rb

Encls.

**ARTICLES OF ORGANIZATION FOR
ZAPPONE BENEWAY, LLC**

FILED

07 JUL -2 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: Name

The name of the Limited Liability Company is: **ZAPPONE BENEWAY, LLC**

ARTICLE II: Address:

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

Principal Office Address: 17277 Alamanda Drive, East
Sugarloaf Key, Florida 33042

Mailing Address: 17277 Alamanda Drive, East
Sugarloaf Key, Florida 33042

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

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

Nicholas Zappone
17277 Alamanda Drive, East
Sugarloaf Key, Florida 33042

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



NICHOLAS ZAPPONE

ARTICLE IV: Manager and Managing Member(s):

MGR: Nicholas Zappone
17277 Alamanda Drive, East
Sugarloaf Key, Florida 33042

MGRM: Charles Beneway
1865 Overseas Highway
Marathon, Florida 33050

MGRM: Charles Beneway, III
1865 Overseas Highway
Marathon, Florida 33050



Nicholas Zappone, MGR

(In accordance with §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.)

FILED
07 JUL -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA