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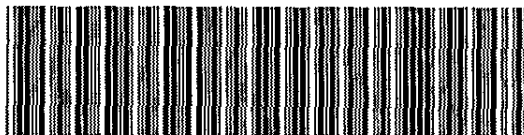
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NARDELLA CHONG
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

Anthony M. Nardella, Jr.
Stephen C. L. Chong
(Board Certified Real Estate Lawyer)
C. Gene Shipley

Nicole Smith
Joshua D. Grosshans
Of Counsel:
Raymond J. Branch
(also licensed in Michigan)
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Altamonte Springs, FL 32714-3373
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August 9, 2007

VIA DHL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: SHIPLEY DUNES, LLC

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization of Shipley Dunes, LLC for filing with your office and a check in the amount of \$125.00 to cover the \$100.00 filing fee and \$25.00 registered agent fee. A return DHL envelope is enclosed for your return mailing to our office.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

C. Gene Shipley

CGS/pp
Enclosures
cc: Mrs. Judith F. Shipley

**ARTICLES OF ORGANIZATION
OF
SHIPLEY DUNES, LLC**

The undersigned certify that we 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 SHIPLEY DUNES, LLC, and its principal address and mailing address shall be 3824 Opal Circle, in the City of St. Cloud, County of Osceola, State of Florida 34772, 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

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities or any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles 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 Manager 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 Manager, whose name and address is as follows:

Judith F. Shipley
3824 Opal Circle
St. Cloud, Florida 34772

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ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. 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

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$11,500.00 cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

100%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of commencement being August 1.

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(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

100%

ARTICLE VIII

DURATION

This limited liability company shall exist until December 31, 2050, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 234 N. Westmonte Drive, Suite 3000, Altamonte Springs, County of Seminole, State of Florida 32714, and the name of the company's initial registered agent at that address is C. Gene Shipley.

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of SHIPLEY DUNES, LLC.


Judith F. Shipley, Manager

I, C. Gene Shipley, hereby am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

Executed by the undersigned at Altamonte Springs, Florida on


C. Gene Shipley

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