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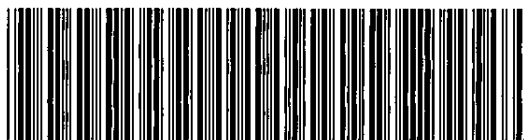
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JAN 25 2008

EXAMINER

HAROLD E. WOLFE, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

**SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3306**

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjr@ix.netcom.com

HAROLD E. WOLFE, JR.*

***ADMITTED TO BARS OF:**

**FLORIDA
GEORGIA
ALABAMA**

January 22, 2008

*** FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY**

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Recording of the Articles of Organization
for: KEY WEST ART BAR, LLC.**

Dear Sir/Madam:

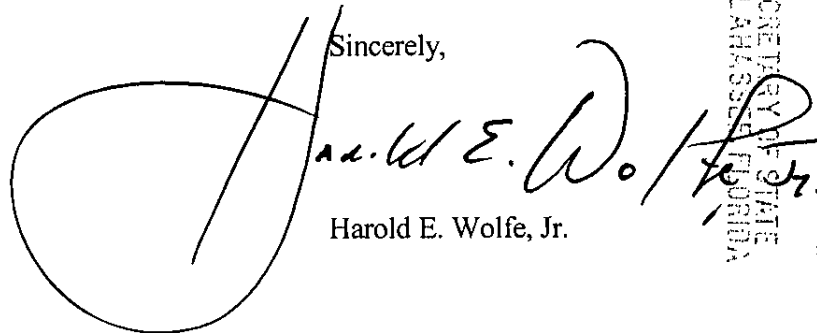
Enclosed please find the original and one (1) copy of Articles of Organization for KEY WEST ART BAR, LLC for filing in the public records. Also enclosed is a check in the amount of One Hundred Fifty-Five Dollars (\$155.00) representing the following fees:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Designation	<u>25.00</u>
Total	\$155.00

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,


Harold E. Wolfe, Jr.

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HEW:k

Enclosures

xc: Ms. Barbara S. Grob
Michael L. Browning, Esq.

ARTICLES OF ORGANIZATION
OF

KEY WEST ART BAR, LLC

I, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "**KEY WEST ART BAR, LLC**".

ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

1207 Florida Street
Suite I
Key West, Florida 33040

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ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 2300 Palm Beach Lakes Boulevard, Suite 302, West Palm Beach, Florida, 33409. The name of the registered agent at such registered office is **HAROLD E. WOLFE, JR., ESQ.**

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof. In accordance with Fla. Stat. §608.4211(5)(or successor section), any Member who fails to make a required capital contribution under the terms of the Operating Agreement shall forfeit such defaulting Member's membership interest and such individual shall not become a Member of this limited liability company.

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ARTICLE VI - CLASSES OF MEMBERS; SHARING OF PROFITS AND LOSSES

Pursuant to Fla. Stat. §§608.4231(1) and 608.4261, this limited liability company may have different classes of Members having such relative rights, powers and duties as specified in the Operating Agreement, including differences among such classes of Members for sharing of profits and losses. In accordance with Fla. Stat. §608.4261, the profits and losses of this limited liability company shall be allocated among Members as so specified in the Operating Agreement; provided, however, that if the Operating Agreement does not provide for, or is silent as to, the allocation of profits and losses among Members, profits and losses shall be allocated on the basis of capital contributions made by each Member to the extent that such contributions have been received by the limited liability company and have not been returned; provided further, however, that in all events the Operating Agreement may specifically contain special allocations of profits and losses among different classes of Members. Further, in accordance with Fla. Stat. §608.4231, these Articles and/or the Operating Agreement may limit any Members' or class of Members' ability to vote on certain items such as the composition of management as set forth in Article VIII hereof.

ARTICLE VII - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

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ARTICLE VIII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by a single Manager, GOODY GOOD DEEDS, INC. during its existence and no other person or individual shall have the right to so manage this limited liability company unless GOODY GOOD DEEDS, INC., through its officers, resigns, voluntarily retires or consents in writing to a new Manager hereinafter named (unless otherwise removal of GOODY GOOD DEEDS, INC., is compelled by law); provided, however, that in carrying out management functions, GOODY GOOD DEEDS, INC., may engage the services of a successor corporation in performing management functions hereunder. In the event that GOODY GOOD DEEDS, INC. resigns, voluntarily retires or consents to appointment of a new Manager, then, in such an event, this limited liability company shall be managed by a successor corporation nominated by GOODY GOOD DEEDS, INC. and no other person or individual shall have the right to manage this limited liability company unless the two aforesaid entities both resign, voluntarily retire or agree to cease being the Managers hereunder. Accordingly, this limited liability company is to be as Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed as set forth above. In the event that all aforesaid entities are unable to serve as Managers due to resignation, retirement or otherwise, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this limited liability company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of members holding a majority of Units in this limited liability company. In accordance with the foregoing, the name and address of the initial Manager of this limited liability company is:

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Name of Manager

GOODY GOOD DEEDS, INC.,
a Florida Corporation

Address

1207 Florida Street
Suite 1
Key West, Florida 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or any successor section), except as provided in the Operating Agreement, the Manager shall have sole discretion in making decisions pertaining to distributions to Members from this limited liability company; provided, however, that in all events, the Manager shall comply with the terms of the Operating Agreement pertaining to any required distributions to Members so as to make distributions consistent with the requirements of such Operating Agreement.

ARTICLE IX – OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one million (1,000,000) units, which may be divided into different classes or groups in accordance with Fla. Stat. §608.4231(1); provided, however, that the total maximum aggregate number of ownership units of all classes shall not exceed one million (1,000,000) units. The Manager shall determine the number and class of each unit. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units of that class outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units of that class outstanding is the denominator. Each Member of each class shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount specified in the

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Operating Agreement or as specified in Article VI of these Articles if the Operating Agreement is silent as to that matter.

ARTICLE X – PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the business of operating an art gallery, the selling of beer, wine and food stuffs in conjunction thereto, the selling of fine art, art and artworks, and all facets of business related to art galleries.

ARTICLE XI-OPERATING AGREEMENT

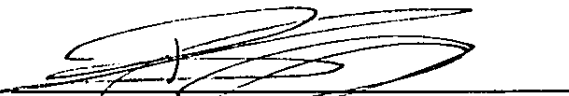
This limited liability company shall adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors (except as provided in Article VIII hereof), shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Such Operating Agreement shall comply with provisions of Fla. Stat. §608.423; provided, however, that the power to adopt, alter, amend or appeal the Operating Agreement of this limited liability company shall be vested in this limited liability company's Managers as set forth in Fla. Stat. §608.423(3) unless all Members unanimously otherwise agree in writing. The provisions of Chapter of the Florida Statutes entitled the "Florida Limited Liability Company Act" shall govern this limited liability company except to the extent overridden by specific provisions of any Operating Agreement then governing this limited liability company.

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IN WITNESS WHEREOF, the undersigned, a member of this limited liability company
has executed these Articles of Organization on this 18th day of January, 2008.

KEY WEST ART BAR, LLC

By:



BARBARA S. GROB,
Its Member

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF MONROE)

BEFORE ME personal appeared BARBARA S. GROB, the signor, who personally appeared before me at the time of this notarization, and is personally known to me or has produced his _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of January, 2008.



Harold E. Wolfe, Jr.
Notary Public, State of Florida
My Comm. Exp. Jan. 20, 2011
Comm. # DD627474
Bonded Thru Atlantic Bonding Co., Inc.

Harold E. Wolfe, Jr.
Signature of Notary Public

Harold E. Wolfe Jr
Printed Name of Notary Public
State of Florida at Large

Serial Number of Commission

My Commission Expires:

[Notarial Stamp or Seal]

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**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **KEY WEST ART BAR, LLC** desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of West Key West, State of Florida, has named **HAROLD E. WOLFE, JR., ESQ.**, 2300 Palm Beach Lakes Boulevard, Executive Centre - Suite 302, West Palm Beach, Florida, 33409, as its agent to accept service of process.

Signature:


BARBARA S. GROB

Title:

Incorporating Member

Date:

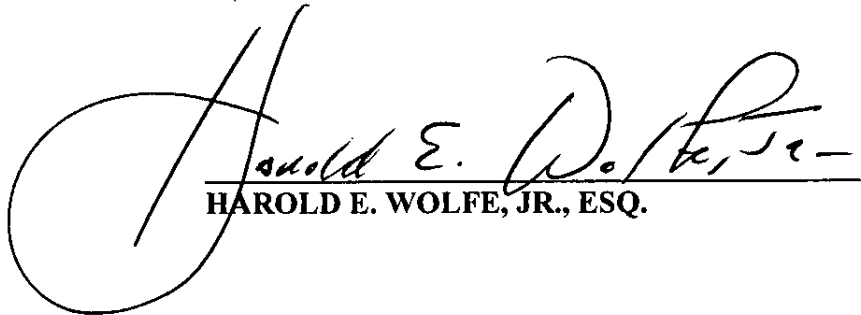
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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


HAROLD E. WOLFE, JR., ESQ.

DATE: January 18th, 2008

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