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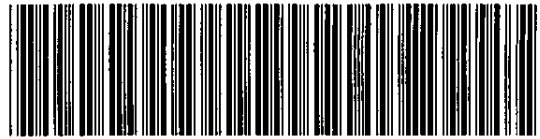
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T. HAMPTON

MAR 31 2008

EXAMINER

SHEPPARD & SHEPPARD, P.A.
ATTORNEYS AT LAW

1301 PLANTATION ISLAND DRIVE SOUTH
SUITE 204 A
ST. AUGUSTINE, FLORIDA 32080-3111

SEAN P. SHEPPARD*
HOLLY SHEPPARD
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* ALSO ADMITTED TO PRACTICE IN NEW YORK AND NEW JERSEY

March 27, 2008

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

RE: BREAKFAST INN BED, LLC

Dear Sir, dear Madam:

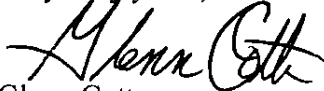
Enclosed herewith please find the original together with one fully executed copy of the Articles of Organization for Breakfast Inn Bed, LLC

I have also enclosed my check in the amount of \$125.00 to cover the filing fees and costs of a certified copy of the above Articles after filing with your agency.

You will see that the Articles contain, as a part thereof, the required declaration of Resident Agent.

If you should have any questions or concerns, please do not hesitate to contact this office at your earliest convenience.

Very truly yours,


Glenn Cotter
Legal Assistant

Encl.

**ARTICLES OF ORGANIZATION
OF
BREAKFAST INN BED, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, as the same may from time to time be amended (the "Act").

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is: BREAKFAST INN BED, LLC.

**ARTICLE II
ADDRESSES**

The initial mailing address of the Company is 81 San Marco Avenue, St. Augustine, Florida 32084, and the initial street address of the Company is 81 San Marco Avenue, St. Augustine, Florida 32084.

**ARTICLE III
REGISTERED AGENT**

The name and street address of the initial registered agent of the Company is Sean P. Sheppard, Esq., c/o Sheppard & Sheppard, P.A., 1301 Plantation Island Dr. S., Suite 204A, St. Augustine, Florida 32080-3111.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by the members and is therefore, a member managed company.

Darlene J. Armstrong (Managing Member, MGRM)
81 San Marco Avenue
St. Augustine, Florida 32084

**ARTICLE V
LIMITED LIABILITY**

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

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IN WITNESS WHEREOF, the undersigned, being authorized representatives of a Member of the Company, have executed these Articles of Organization this 26th day of March, 2008. 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.

By: *Darlene J. Armstrong*
Darlene J. Armstrong
Managing Member (MGRM)

ACCEPTANCE OF REGISTERED AGENT

I, Sean P. Sheppard, Esq., c/o Sheppard & Sheppard, P.A., having been named to accept the service of process for BREAKFAST INN BED, LLC., certify that I am a permanent resident of St. Johns County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office.

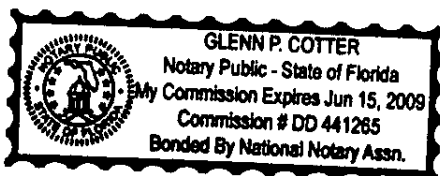
DATED at St. Johns County, Florida, this 26th day of March, A.D., 2008.

By: *Sean P. Sheppard*
Sean P. Sheppard, Esq.
c/o Sheppard & Sheppard, P.A.

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Sean P. Sheppard, Esq., c/o Sheppard & Sheppard, P.A., who is X personally known to me, or who produced the following identification: Florida Driver's License, other identification and known to be the person/entity described as the authorized agent and resident agent who executed the foregoing Articles of Organization and Acceptance of Registered Agent and acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at St. Johns County, Florida, this 26th day of March, A.D., 2008.



Glenn P. Cotter
Notary Public, State of Florida
Printed Name:
My Commission expires:

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