

EXAMINER

JOHN N. BRUGGER III, P.S.C.
ATTORNEY AT LAW

(ALSO LICENSED IN FLORIDA)

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April 29, 2008

VIA U.S. MAIL

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

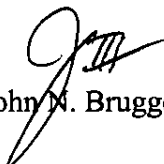
Re: SAND CASTLES ON THE ATLANTIC, a Florida Limited Liability Company

Dear Sir or Madam:

Enclosed please find the original Articles of Organization for the above referenced company along with a check in the amount of \$125.00 made payable to the Florida Department of State. I have also enclosed a copy of the Articles that I ask that you stamp "filed" and return to me in the enclosed self-addressed stamped envelope.

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

Sincerely,


John N. Brugger III

JNB/jnb

Encls.

cc: Michael and Kimberly Osborne (w/o enclosures)

**ARTICLES OF ORGANIZATION
OF
SAND CASTLES ON THE ATLANTIC, LLC**

(A Limited Liability Company)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
08 MAY -2 AM 8:24

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

ARTICLE I

The name of the limited liability company is **SAND CASTLES ON THE ATLANTIC, LLC.**

ARTICLE II

The period of duration of the limited liability company shall be perpetual and commence on the date of filing of these Articles of Organization with the Florida Secretary of State unless dissolved in accordance with applicable law or pursuant to the rights of members as granted in the Operating Agreement of the company.

ARTICLE III

The limited liability company is organized for profit and the nature of its business purpose is to enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm association or corporation, municipality, county, parish, territory, government or other municipal or governmental subdivision; to engage in any other lawful act or activity for which limited liability companies may be organized under the laws of the State of Florida; to have and to exercise all the powers conferred by the laws of Florida upon limited liability companies formed under the laws pursuant to and under which this company is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE IV

The street address and mailing address and county of the principal office of the Company is 3740 Kenesaw Drive, Lexington, Fayette County, Kentucky 40515.

ARTICLE V

The address and county of the registered office and agent of the limited liability company in the State of Florida is 600 Fifth Avenue South, Suite 207, Naples, Collier County, Florida 34102, and the name of its initial resident agent at the address is John N. Brugger.

ARTICLE VI

The Company shall be managed by one or more managers, and the business of the Company shall be managed by:

Michael T. Osborne, Manager
3740 Kenesaw Drive
Lexington, Kentucky 40515

Kimberly M. Osborne, Manager
3740 Kenesaw Drive
Lexington, Kentucky 40515

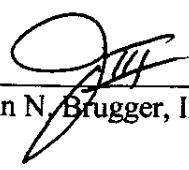
ARTICLE VII

The members shall not be subject to the payment of company debts to any extent whatsoever.

ARTICLE VIII

No other person or entity may be admitted as a member of the company without the prior written consent of all members then existing. No member may assign, convey or transfer membership in the company without the prior written consent of each other member, except as may be provided in the Operating Agreement.

IN WITNESS WHEREOF, these Articles of Organization are hereby executed this 29th day of April, 2008.



John N. Brugger, III Esq., as Organizer

APPOINTMENT OF RESIDENT AGENT

**STATE OF FLORIDA
DEPARTMENT OF STATE**

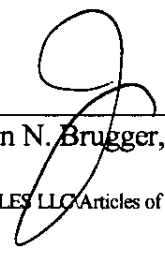
Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served.

Sand Castles On The Atlantic, LLC, a limited liability company under the laws of the State of Florida, with its principal office at 3740 Kenesaw Drive, Lexington, Kentucky 40515, appoints **John N. Brugger, Jr., Esquire**, 600 Fifth Avenue South, Suite 207, Naples, Collier County, Florida 34102, as its resident agent to accept service of process within this State.

DATED: April 28, 2008

ACCEPTANCE:

I accept appointment as Resident Agent. I am familiar with and accept the obligations of that position as provided in Chapter 608, Fla. Statutes.



John N. Brugger, Jr., Esquire

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