

May-23-08

04:36pm

From-Kirk Pinkerton SNWRC0-012328

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 617-6383

From:

Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION

Account Number : 071670002600

Phone : (941) 364-2481

Fax Number : (941) 364-2490

FLORIDA/FOREIGN LIMITED LIABILITY COMPANY

NUT FISH, LLC

Certificate of Status	0
Certified Copy	1
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08 MAY 23 PM 4:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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08 MAY 22 AM 9:00

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DB 5/23

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Help

KIRK PINKERTON

A PROFESSIONAL ASSOCIATION
P. O. BOX 3798
720 S. ORANGE AVENUE
SARASOTA, FLORIDA 34236
TELEPHONE 941-364-2400
TELECOPIER 941-364-2490

FAX COVER SHEET

(Fax 2 of 2)

DATE: May 23, 2008

ATTN: LLC New Filing Division, Division of Corporations, Florida Secretary of State
Fax: (850) 617-6383 / Telephone No.: (850) 245-6051

FROM: Jessica Souders, Corporate Paralegal, on behalf of David M. Silberstein, Esq.
Direct Tel No. (941) 364-2495 or (941) 364-2481 / Fax No. (941) 364-2491

TOTAL NUMBER OF PAGES (Including this page): 6

RE: Nut Fish, LLC

MSG: Yesterday, I fax filed the above LLC (as well as Honey Fish, LLC, which I am sending a request regarding under separate cover), and I have not yet received confirmation of filing. Further to the advice of one of your representatives by telephone, I am resending the Articles of Organization for your review and filing. I respectfully request the original filing date of May 22, 2008, be used, pursuant to the confirmation of successful fax receipt by your office (see attached).

Please call me at (941) 364-2495, to confirm your receipt and filing of same.

Thank you for your help.

IF YOU HAVE PROBLEMS RECEIVING THIS MESSAGE,
PLEASE CALL: Jessica AT (941) 364-2495

THIS MESSAGE IS BEING SENT ON PANAFAX AUTOMATIC TELECOPIER

ID :
CLIENT #:
MATTER #:

DATE:
TIME:
NAME:

CONFIRMED

This message is intended for the use of the individual or entity to which it is addressed, and may contain information that is privileged, confidential and exempt from disclosure under applicable laws. If the reader of this message is not the intended recipient, or the employees of agent responsible for delivering the message to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return original message to us at the above address via the U. S. Postal Service. Thank you.

FILED
8 MAY 22 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
NUT FISH, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the Company is NUT FISH, LLC.

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

525 Seagull Way
Anna Maria, Florida 34216

ARTICLE IV - PURPOSE

The purposes of the Company shall be to own and operate a retail business relating to the rental of sports and beach equipment, and to own, improve, operate, lease, manage, construct, develop, convert to condominiums, and sell (in parts or in one bulk sale transaction) real estate, either directly or indirectly, and any business related thereto or useful in connection therewith, and any other lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act"). The Company shall have all powers of a limited liability company as provided in the Act, including authorization to purchase, mortgage, sell, lease, manage, develop, convert to condominiums, construct, renovate, operate, improve, alter, transfer, joint venture or otherwise convey and encumber all or any portion of the Company's property at any time and from time to time, and to do all other things necessary or appropriate to carry out the foregoing purposes.

Prepared by: David M. Silberstein, Esq.
Kirk • Pinkerton, P.A.
50 Central Avenue, Suite 700
Sarasota, Florida 34236
(941) 364-2481
Atty Bar #0436879

FILED
08 MAY 22 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Company is as follows:

David M. Silberstein
50 Central Avenue, Suite 700
Sarasota, Florida 34236

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be manager-managed as provided in the Operating Agreement. The name and address of the managers, who will serve as managers until the first annual meeting of Members or until their successor or successors are elected and qualified, are as follows:

Pineapple Fish, LLC,
a Florida limited liability company

525 Seagull Way
Anna Maria, Florida 3421

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

In accordance with Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.

FILED
08 MAY 22 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under penalties of perjury, the undersigned entity, through its authorized representatives, declares that It has read the foregoing Articles of Organization and that the facts alleged are true to the best of its knowledge and belief.

Dated Effective as of: May 22, 2008

PINEAPPLE FISH, LLC, a Florida limited liability company

By: [Signature]
ELIZABETH VANN THRASHER

By: [Signature]
MICHAEL THRASHER

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08 MAY 22 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of NUT FISH, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 22nd day of May, 2008.

[Signature]
DAVID M. SILBERSTEIN, Registered Agent