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2008 MAY 23 P 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES OF  
*Broida and McKinney, P.A.*  
605 - 75TH AVENUE  
POST OFFICE BOX 66714  
ST. PETE BEACH, FLORIDA 33706

JOEL D. BROIDA  
S. KEITH MCKINNEY, JR.

(727) 367-1941  
(727) 360-0691  
FAX: (727) 367-6128

May 15, 2008

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: VESSEL GALLERY, LLC

Dear Sir or Madam:

Enclosed for filing with the Secretary of State are the Articles of Organization of VESSEL GALLERY, LLC and my trust account check made payable to the Secretary of State in the amount of \$125.00 representing the fee for filing same.

Upon recordation, please return the Articles to me.

Thank you for your assistance and your prompt attention in this regard.

Very truly yours,



Joel D. Broida

JDB/cm

Enclosures

## **ARTICLES OF ORGANIZATION OF**

### **VESSEL GALLERY, 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 VESSEL GALLERY, LLC, and its principal office and mailing address shall be located at 6020 Luana Lane South, Gulfport, FL 33707, 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 open and maintain a gallery or design studio in the Tampa Bay area featuring rare antiquities, antiques and ethnographic art in harmony with contemporary craftwork in wood, clay, fiber, metal and jewelry, as well as any other business permitted under the laws of the State of Florida.

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4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets and liabilities of 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.

5. 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.

6. 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, 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, 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.

7. 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 members 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**

This limited liability company shall be managed by its managing members. The names and addresses of the members who shall serve or until their successors are elected and qualified are as follows:

David M. Bewley, 6020 Luana Lane South, Gulfport, FL 33707  
Michele Tuegel, 433 Monte Cristo Boulevard, Tierra Verde, FL 33715  
William A. Shepherd, 6020 Luana Lane South, Gulfport, FL 33707  
Robert L. Tuegel, 433 Monte Cristo Boulevard, Tierra Verde, FL 33715

### **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.

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A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or as may subsequently be agreed to by the members and set forth in writing.

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 \$100.00 cash shall be paid to the limited liability company by each member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**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:

|                     |     |
|---------------------|-----|
| David M. Bewley     | 25% |
| Michele Tuegel      | 25% |
| William A. Shepherd | 25% |
| Robert L. Tuegel    | 25% |

The distributive share of the profits shall be determined and paid to the members each year on or before the forty-fifth day following the closing of the businesses fiscal year.

(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 equal shares.

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TALLAHASSEE, FLORIDA

**ARTICLE VIII**

**DURATION**

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

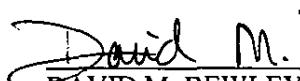
**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

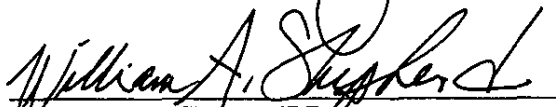
The address of the initial registered office of the limited liability company is 605 75<sup>th</sup> Avenue, St. Pete Beach, FL 33706, and the name of the company's initial registered agent at that address is Joel D. Broida.

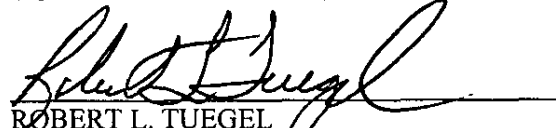
The undersigned, being the original members of the limited liability company, hereby certify that this instrument constitutes the proposed Articles of Organization of VESSEL GALLERY, LLC.

Executed this \_\_\_\_ day of May, 2008 in Pinellas County, Florida.

  
DAVID M. BEWLEY

  
MICHELE TUEGEL

  
WILLIAM A. SHEPHERD

  
ROBERT L. TUEGEL

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MAY 23 2008  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA            )  
                                          ) ss:  
COUNTY OF PINELLAS        )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAVID M. BEWLEY, who is personally known to me K, or who produced a driver's license as identification, and who executed the foregoing and

acknowledged before me, under oath, that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of May, 2008.



CATHY L. MCKINNEY  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD464077  
EXPIRES 10/17/2009  
BONDED THRU 1-888-NOTARY1

*Cathy L. McKinney*  
Notary Public - State of Florida

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PINELLAS )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHELE TUEGEL, who is personally known to me       , or who produced a driver's license as identification, and who executed the foregoing and acknowledged before me, under oath, that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of May, 2008.



CATHY L. MCKINNEY  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD464077  
EXPIRES 10/17/2009  
BONDED THRU 1-888-NOTARY1

STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PINELLAS )

*Cathy L. McKinney*  
Notary Public - State of Florida

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, WILLIAM A. SHEPHERD, who is personally known to me ✓, or who produced a driver's license as identification, and who executed the foregoing and acknowledged before me, under oath, that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of May, 2008.



CATHY L. MCKINNEY  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD464077  
EXPIRES 10/17/2009  
BONDED THRU 1-888-NOTARY1

*Cathy L. McKinney*  
Notary Public - State of Florida



STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF PINELLAS    )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT L. TUEGEL, who is personally known to me \_\_\_\_\_, or who produced a driver's license as identification, and who executed the foregoing and acknowledged before me, under oath, that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of May, 2008.



CATHY L. MCKINNEY  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # PD464077  
EXPIRATION DATE 10/31/2009  
BOOKED THRU 1-888-NOTARY1

*Cathy L. McKinney*  
Notary Public - State of Florida

Acceptance of appointment  
as Registered Agent:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY: *Joel D. Broida*  
Joel D. Broida, Esq.

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