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T. HAMPTON

APR 23 2009

EXAMINER



April 20, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

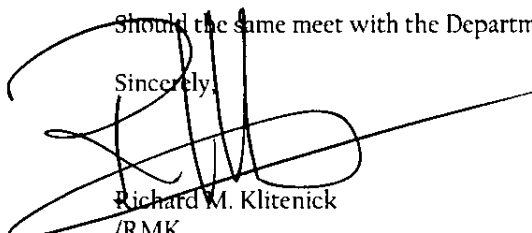
RE: CARPE DIEM KEY WEST, LLC

To Whom It May Concern:

Enclosed herein please find the original Amended & Restated Articles of Organization of CARPE DIEM KEY WEST, LLC, along with a check from Ms. Dorothy A. Galligan in the amount of FIFTY & 00/100^{ths} DOLLARS (\$50.00) to cover filing fees. Further, please note that the registered agent has been changed to Richard M. Klitenick, Esq.

Should the same meet with the Department's approval, please file the Articles of record as soon as possible.

Sincerely,



Richard M. Klitenick
/RMK
Enclosure as stated

c: client

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION

OF

CARPE DIEM KEY WEST, LLC

Having previously formed and created a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, I hereby execute and adopt these Amended and Restated 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:

"CARPE DIEM KEY WEST, 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 began at the date and time when the original Electronic Articles of Organization were 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:

Street Address:

1115 Grinnell Street
Key West, FL 33040

Mailing Address:

1115 Grinnell Street
Key West, FL 33040

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's registered agent address in the State of Florida is: 1009 Simonton Street, Key West, Florida 33040. The name of the registered agent at such registered office is:

RICHARD M. KLITENICK, ESQ.

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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.

ARTICLE VI - 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.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company shall be managed by one (1) Managing Member, DOROTHY A. GALLIGAN, during her lifetime and no other persons or individuals shall have the right to manage this Limited Liability Company unless DOROTHY A. GALLIGAN, or her survivor, resigns, dies, voluntarily retires or consents in writing to a successor Managing Member. Accordingly, this Limited Liability Company is to be a Managing Member-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by DOROTHY A. GALLIGAN until she resigns, dies, or retires, or consents to a Successor Managing Member. Upon the resignation, death, or retirement, or written consent to a successor Managing Member of DOROTHY A. GALLIGAN, whichever first occurs, in such event, a successor Managing Member shall be selected (i) in accordance with any then adopted Operating Agreement governing this Limited Liability Company or (ii) if no such operating

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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 names and address of the Managing Member of this Limited Liability Company is:

Name of Manager

DOROTHY A. GALLIGAN

Address

1115 Grinnell Street
Key West, FL 33040

Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Managing Member shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a Managing Member-managed company, the Managing Member shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Managing Member hereunder shall not be abridged by any subsequent amendments to this limited liability company's Operating Agreement.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is One Thousand (1,000) units, all of which shall be identical units. 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 outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - 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 may engage in the acquisition, ownership, operation and development

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of real property, investments and other financial ventures, and any and all other lawful businesses.

ARTICLE X - OPERATING AGREEMENT

Upon the majority consent of all members hereto, this limited liability company may adopt an 'Operating Agreement' which shall govern the operations of this limited liability company, shall prescribe the method for electing the manager and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned Member of this limited liability company has executed these Amended and Restated Articles of Organization on this 17th day of April, 2009.

CARPE DIEM KEY WEST, LLC,
a Florida Limited Liability Company

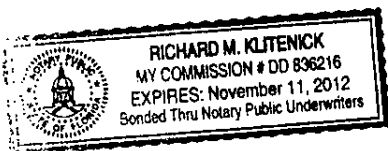
By:

Dorothy A. Galligan
DOROTHY A. GALLIGAN

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared DOROTHY A. GALLIGAN, the signor who appeared before me at the time of this notarization, and is personally known to me or has produced N/A as identification and is known to be the person described in and who executed the foregoing instrument and she acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal on this 17th day of April, 2009.



Richard M. Klitenick
Notary Public-State of Florida

RICHARD M KLITENICK
Printed Name of Notary Public
Notary Public, State of Florida


Serial Number of Commission

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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 **CARPE DIEM KEY WEST, 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 Key West, County of Monroe, State of Florida, has named **RICHARD M. KLITENICK, ESQ.**, as its agent to accept service of process.

Signature: 
DOROTHY A. GALLIGAN


Title: Member & Managing Member

Date: April 17, 2009

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 this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Amended and Restated 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:


RICHARD M. KLITENICK, ESQ.
April 17, 2009

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