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FLORIDA LIMITED LIABILITY CO.  
MINOR MERMAID'S LLC

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W11-34016

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June 24, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

QUARLES & BRADY LLP

SUBJECT: MERMAID'S LLC  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is #L04000016457, MERMAID LLC.

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Joey Bryan  
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**ARTICLES OF ORGANIZATION OF  
MINOR MERMAID'S LLC**

The undersigned authorized agent of the initial member of the limited liability company hereby certifies that the member, for the purposes of forming a limited liability company under the laws of the State of Florida, provided for the formation, rights, privileges, and immunities of a limited liability company for profit. I further declare that the following articles shall be the charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME AND PURPOSE**

The name of the limited liability company shall be Minor Mermaid's LLC (the "Company") and the nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which companies may be organized under the Florida Limited Liability Company Act (the "Act").

**ARTICLE II  
ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company shall be: 262 Mermaids Bight, Naples, Florida 34103.

**ARTICLE III  
REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Naples-Lawdock, Inc., 1395 Panther Lane, Suite 300, Naples, Florida 34109.

**ARTICLE IV  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or in the Company's operating agreement.

**ARTICLE V  
MANAGEMENT**

The Company shall be manager-managed in accordance with the operating agreement adopted by the initial member for the management of the business and affairs of the Company.

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ARTICLE VI  
 RESTRICTIONS ON MEMBERSHIP

The initial member shall have the right to admit new members upon meeting the conditions set forth in the Company's operating agreement, including requirements that the new members agree to and comply with the terms and provisions of the operating agreement.


ARTICLE VII  
 MEMBERS' RIGHTS TO CONTINUE BUSINESS

Upon the death, bankruptcy, or other dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the existence of the Company shall continue.

ARTICLE VIII  
 AMENDMENTS TO ARTICLES

The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by the Act, and all rights conferred upon members herein are granted subject to this reservation.

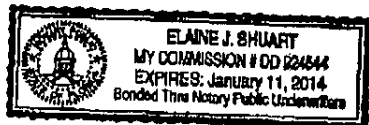
Executed by the undersigned on the 23rd day of June, 2011.

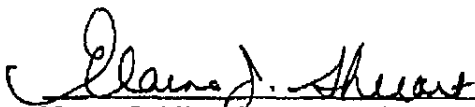
  
 PHILIP M. BRESSON, ESQ.,  
 as authorized representative

STATE OF FLORIDA  
 COUNTY OF COLLIER

BEFORE ME the undersigned authority, this <sup>24th</sup> ~~23rd~~ day of June, 2011 personally appeared PHILIP M. BRESSON, ESQ., as authorized representative of Minor Mermaid's LLC, who is personally known to me.

(SEAL)



  
 Notary Public - State of Florida  
 Printed Name: ELAINE J. SHUART  
 My commission expires: 1/11/14

6/24/2011 1:24:09 PM

CST

Shuart, Elaine J.

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

THE NAME OF THE LIMITED LIABILITY COMPANY IS MINOR MERMAID'S LLC.

THE NAME OF THE INITIAL REGISTERED AGENT OF THE LIMITED LIABILITY COMPANY IS NAPLES-LAWDOCK, INC., AND THE ADDRESS OF THE OFFICE OF THE REGISTERED AGENT IS 1395 PANTHER LANE, SUITE 300, NAPLES, FLORIDA 34109.

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being named in the Articles of Organization of Minor Mermaid's LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position of Registered Agent.

Date: June 23, 2011

NAPLES-LAWDOCK, INC.

By: 

Benjamin B. Brown, its Vice-President