

**ARTICLES OF ORGANIZATION
OF
CORAL COVE ANTIQUE GALLERY, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

19
OCT - 3 PM 12:00
FILED
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

ARTICLE I - NAME

The name of the limited liability company shall be CORAL COVE ANTIQUE GALLERY, L.C., ("Limited Liability Company").

ARTICLE II - DURATION

The Limited Liability Company shall commence its existence on the date of filing these Articles of Organization and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III- PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which this Limited Liability Company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the Limited Liability Company, shall be as follows:

1. To engage in any activity or business authorized or permitted under Florida law.
2. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, 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 conduct, pursuant to the provisions of these Articles of Organization, and to hold, utilize, and in any manner dispose of the rights and property do acquire.
3. To enter into and make all contracts for its business deemed necessary and appropriate but not contrary to law 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 thereof and to perform and carry out, assign, cancel, modify, terminate, amend or rescind any of such contracts.
4. To exercise all or any of the Limited Liability Company powers, and to carry out all or any of the purposes, enumerated herein 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, firm, syndicate, individual, or other entity, and in such capacity or under such arrangements

develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under Florida law, providing for the formation, rights, privileges, and immunities of a Limited Liability Company for profit.

5. 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 herein set forth, 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 Florida law.

6. The several clauses contained in this statement of the general nature of the business or business to be transacted shall be construed as both purposes and powers of this Limited Liability Company, and the 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 each be regarded as an independent purpose and power.

Nothing herein contained 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 law, lawfully carry on, exercise, or perform.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 1516 Pelican Cove Road, GR 143, County of Sarasota, State of Florida 34231, and the name of its initial registered agent at such address is DONNA MILLIN.

ARTICLE V - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of this Limited Liability Company shall be 1516 Pelican Cove Road, GR 143, in the County of Sarasota, State of Florida 34231.

ARTICLE VI - CAPITAL CONTRIBUTIONS

Capital contributions in the total amount of One Thousand Dollars (\$1,000.00) cash shall be paid to the Limited Liability Company by the two (2) members named in the Articles of Organization in amounts representative of their interest in this Limited Liability Company in its net profits. The members of this Limited Liability Company, their addresses, and their initial capital contributions are as follows:

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97 OCT -3 PM 12:00
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TALLAHASSEE, FLORIDA

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT</u>
Donna Millin	1516 Pelican Cove Road, GR 143 Sarasota, Florida 34231	\$ 510.00
Georgia Radick	3871 Kingston Road Sarasota, Florida 34238	\$ 490.00

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Limited Liability Company only upon the approval of a majority of the members.

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Limited Liability Company except with the vote or written consent of members holding interests representing more than one-half of the capital of this Limited Liability Company and upon such terms and conditions as shall be determined by those members. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company. Except as may be provided in regulations adopted from time to time, a member's interest in the Limited Liability Company may not be sold, assigned, or otherwise transferred except with the prior written consent of members holding interests representing more than one-half of the capital of this Limited Liability Company. A member may assign his or her interest in the Limited Liability Company as set forth in the regulations of the Limited Liability Company, but the assignee shall have no right to participate in the management of the business and affairs of the Limited Liability Company or become a member unless all of the members of the Limited Company, in their sole and absolute discretion, consent to the proposed assignee becoming a member of this Limited Liability Company.

ARTICLE IX - TERMINATION OF EXISTENCE

The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, unless the business of the Limited Liability Company is continued thereafter by the consent of all the remaining members, provided there are at least two remaining members of the Limited Liability Company.

ARTICLE X - MANAGEMENT

This Limited Liability Company shall initially be managed by the members of this Limited Liability Company and shall hold the offices or positions accorded to them as designated by the members pursuant to those regulations.

ARTICLE XI - LIMITED LIABILITY COMPANY POWERS

The power to adopt, alter, amend or repeal regulations for regulation and management of this Limited Liability Company shall be vested in the members of the Limited Liability Company; provided, however that the members of the Limited Liability Company may not adopt, alter or amend any such Regulation if inconsistent with Florida law or the Articles of Organization for this Limited Liability Company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Sarasota County, Florida, for the foregoing uses and purposes this 1st day of October, 1997.

Donna Millin
DONNA MILLIN

Georgia Radick
GEORGIA RADICK

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared, DONNA MILLIN, to me personally known of who has produced Driver's License as identification, to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes mentioned and set forth in it and who did/did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 1st day of October, 1997.

Mary Lynn Desjarlais
NOTARY PUBLIC

Name Printed: _____

My commission Expires: _____

Commission No.: _____

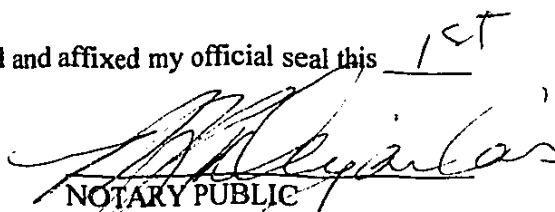


MARY LYNN DESJARLAIS
My Commission CC841223
Expires Apr. 01, 2000

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared GEORGIA RADICK, to me personally known or who has produced drivers license as identification, to be one of the organizers of the above limited liability company and who subscribed the above Articles of Organization, and she freely and voluntarily acknowledged before me according to law that she made the same for the uses and purposes mentioned and set forth in it and who did/did not take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 1st day of October 1997.


NOTARY PUBLIC
Name Printed: _____
My commission Expires: _____
Commission No.: _____



MARY LYNN DESJARLAIS
My Commission CC541223
Expires Apr. 01, 2000

STATE OF FLORIDA
COUNTY OF SARASOTA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

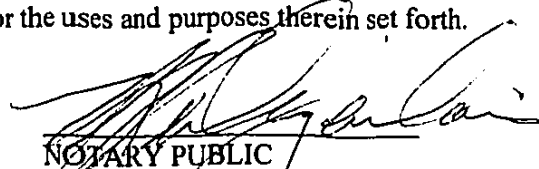
The undersigned member or authorized representative of a member of Coral Cove Antique Gallery, L.C. deposes and says:

- 1) the above named limited liability company has at least two (2) members.
- 2) the total amount of cash collectively contributed by the member(s) is \$1,000.00.
- 3) if any, the agreed value of all property other than cash contributed by member is NONE. A description of the property, if any, is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members if \$1,000.00. This total includes amounts from 2 and 3 above.


DONNA MILLIN

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me, a Notary Public in and for the state and county aforesaid, this 1st day of October, 1997, by DONNA MILLIN, as a member of Coral Cove Antique Gallery, who is personally known to me or who has produced driver's license as identification, who did/did not take an oath, and who acknowledged the executing of the above and foregoing Affidavit of Membership and Contribution to be his free and voluntary act and deed for the uses and purposes therein set forth.


NOTARY PUBLIC

Name Printed: _____

My commission expires: _____

My commission Number: _____



MARY LYNN DESJARLAIS
My Commission CC541223
Expires Apr. 01, 2000

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OCT - 3 PM 2:00

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 60-8.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Coral Cove Antique Gallery, L.C.
2. The name and address of the restart agent and office is:

Donna Millin
1516 Pelican Cove Road
GR 143
Sarasota, Florida 34231

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATE LIMITED LIABILITY COMPANY AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


DONNA MILLIN

10/1/97
DATE

FILED
97 OCT -3 PM
TALLAHASSEE