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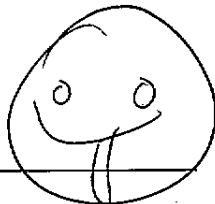
CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Gulf Stream Lady, L.C.

100002439081--6
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****285.00 ****285.00

Corrected



Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File _____
LTD Partnership File _____
☒ Foreign Corp. File Photo
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
☒ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

DIVISION OF CORPORATION

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3/14/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: GULFSTREAM LADY, L.C.
Ref. Number: W98000004119

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We have received your document for GULFSTREAM LADY, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In addition to the Articles of Organization, the company must submit an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use our attached form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 698A00010439

**ARTICLES OF ORGANIZATION
OF
GULFSTREAM LADY, L.C.**

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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.

ARTICLE I -- NAME

The name of the limited liability company shall be Gulfstream Lady, L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1001 10th Avenue South, Naples, Florida 34102.

ARTICLE III -- 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 terminate not later than thirty (30) years from the date hereof unless the company is earlier dissolved.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Paul K. Heuerman, Esq., Roetzel & Andress, Trianon Centre, Third Floor, 850 Park Shore Drive, Naples, Florida 34103.

ARTICLE V -- INITIAL CAPITAL CONTRIBUTIONS

The members of the company shall make initial cash contributions to the capital of the company as set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional future capital contributions to the company as provided in the Regulations for the Company.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may only transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by the members in accordance with the Regulations to be adopted by the members for the management of the business and affairs of the company. These Regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

NAME	ADDRESS
(a) Manfred Beckmann	1001 10th Avenue S., Naples, Florida 34102
(b) Shelton Baxter	350 BonAir Center, #230 Greenbrae, California 94904

ARTICLE X - AMENDMENT

These Articles of Organization may be amended by the consent of all members, or as may otherwise be provided by law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida, on this 12th day of February, 1998.

ORGANIZERS:

Manfred Beckmann
Manfred Beckmann

Shelton Baxter
Shelton Baxter

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STATE OF FLORIDA

COUNTY OF COLLIER

Sworn to and subscribed before me this 12th day of February, 1998 by Manfred Beckmann.

Diane L. Komoroski
(Print Name)
Name: _____

Personally Known ☒ OR Produced Identified _____

Type of Identification Produced: _____



(SEAL)

STATE OF ~~FLORIDA~~ *California*
COUNTY OF ~~COLLIER~~ *Marin*

Sworn to and subscribed before me this 19th day of February, 1998 by Shelton Baxter.

Katherine K. O'Donnell

(Print Name)

Name: Katherine K. O'Donnell

Personally Known _____ OR Produced Identified ✓

Type of Identification Produced: CDL#N3665618

(SEAL)



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EXHIBIT "A"

<u>MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PERCENTAGE</u>
Manfred Beckmann	\$10,000.00 (Cash)	50%
Shelton Baxter	\$10,000.00 (Cash)	50%

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Gulfstream Lady, L.C., 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Paul K. Heuerman, Esq.
Registered Agent

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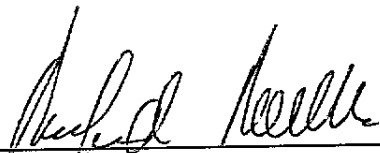
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Gulfstream Lady, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$10,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$ NONE . A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by the members is \$20,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.



Manfred Beckmann

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

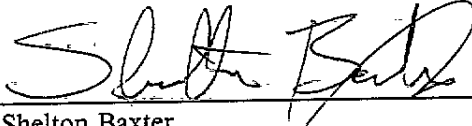
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Gulfstream Lady, L.C. deposes and says:

5. The above named limited liability company has at least two members.
6. The total amount of cash contributed by the member(s) is \$10,000.00
7. If any, the agreed value of property other than cash contributed by member(s) is \$ NONE . A description of the property is attached and made a part hereto.
8. The total amount of cash or property anticipated to be contributed by the members is \$20,000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.


Shelton Baxter

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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