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FLORIDA DIVISION OF CORPORATIONS

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PHONE: (813)892-3100

FAX #:

(813)898-0227

NAME: FLORIDA SEABREEZE , L.L.C.

AUDIT NUMBER.....H98000016674

DOC TYPE.....LIMITED LIABILITY COMPANY

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PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 9, 1998

HARRIS, BARRETT, MANN & DEW
QUIDA FOX

SUBJECT: FLORIDA SEABREEZE CORP., L.L.C.
REF: W98000020474

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FAX AUDIT NO. H98000016674

**ARTICLES OF ORGANIZATION FOR A
FLORIDA LIMITED LIABILITY COMPANY****ARTICLE I
NAME**

The name of the Limited Liability Company is: **FLORIDA SEABREEZE,
L.L.C.**

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office the Limited Liability Company is: **3951 - 56th Avenue North, St. Petersburg, Pinellas County, Florida 33714.**

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be: until dissolved upon the occurrence of any event which terminates the continued membership of one of its members unless the business of the L.C. is continued by the consent of all the remaining members.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by the members and all members are entitled to vote on matters relating to it in proportion to each members' contributions to the Capital of the L.C. as adjusted from time to time to properly reflect any additional contributions or withdrawals by members and the name(s) and address(es) of the managing member(s) are: **Michael W. Kurtz, 3951 56th Avenue North, St. Petersburg, FL 33714 and Richard Erett, 1701 Gulf Way, St. Pete Beach, FL 33706.**

**ARTICLE V
ADMISSION OF ADDITIONAL MEMEBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be that each member may assign or transfer their interest in the L.C. to another person who is not a member of the L.C. but such assignee or transferee does not become a member unless all of the remaining members approve the assignment or transfer.

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This Instrument Prepared By;
BY: **Charles F. Reischmann, Esq.**
HARRIS, BARRETT, MANN & DEW
P.O. BOX 1441
St. Petersburg, FL 33731
FBN: 0443247
FAX AUDIT NO. H98000016674

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**ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS**

The right of the remaining members of the L.C. to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the L.C. shall be only by the consent of all the remaining members.


RICHARD ERETT
FLORIDA SEABREEZE CORP., L.L.C.

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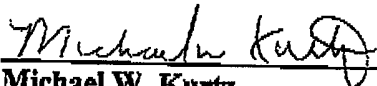
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 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 FLORIDA SEABREEZE,
L.L.C.**

2. The name of the registered agent and office is:

**Michael W. Kurtz
3951 - 56th Avenue North
St. Petersburg, FL 33714**


Michael W. Kurtz

Date: 9-8-98

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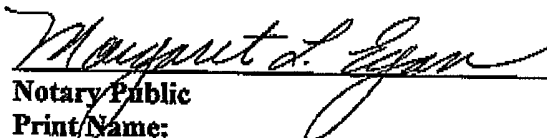
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**STATE OF FLORIDA****COUNTY OF PINELLAS**

The undersigned member or authorized representative of a member of **FLORIDA SEABREEZE, L.L.C.**, deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$35,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ _0-_. A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$35,000.00. This total includes amounts from 2 and 3 above.


Richard Erett

Sworn to and subscribed before me this 8th day of September, 1998 by Richard E. Erett, who is personally known to me or who produced _____ as identification.


Notary Public
Print Name:
Serial Number:
My Commission Expires:

43FSC.AFF



Margaret L. Egan
MY COMMISSION # CC501305 EXPIRES
January 31, 2000
BONDED THROUGH TROY RAIN INSURANCE, INC.

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